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(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 00980)

ANNOUNCEMENT

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made by Lianhua Supermarket Holdings Co., Ltd. (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing (the “**Listing Rules**”) of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors of the Company (the “**Director(s)**”) hereby announces that the following matter will be proposed to the general meeting for approval of the shareholders of the Company (the “**Shareholders**”).

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY (THE “ARTICLES OF ASSOCIATION”)

On 14 February 2023, the State Council of the PRC (the “**State Council**”) issued the Decision of the State Council to Repeal Certain Administrative Regulations and Documents (《國務院關於廢止部分行政法規和文件的決定》)(the “**Decision**”), which includes the repeal of the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) issued by the State Council on 4 August 1994. On 17 February 2023, the CSRC issued the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》)(the “**Trial Measures**”) and relevant guidelines, which includes the repeal of the Notice on the Implementation of the Mandatory Provisions for Companies Listing Overseas (《關於執行〈到境外上市公司章程必備條款〉的通知》). The Decision and the Trial Measures have been effective since 31

March 2023 (the “**PRC Regulation Changes**”). From the effective date of the Decision and the Trial Measures, PRC issuers shall formulate their articles of association with reference to the Guidelines on Articles of Association of Listed Companies (《上市公司章程指引》) instead of the Mandatory Provisions for Companies Listing Overseas. Furthermore, domestic Shareholders and unlisted foreign Shareholders and H Shareholders are no longer deemed to be different classes of shareholders, thus the class meeting requirement applicable to domestic Shareholders and unlisted foreign Shareholders and H Shareholders are no longer necessary and removed.

In view of the above PRC Regulation Changes, The Stock Exchange also released a consultation paper “Rule Amendments Following Mainland China Regulation Updates and Other Proposed Rule Amendments Relating to PRC Issuers” (the “**Consultation Paper**”) on 24 February 2023, stipulating the consequential Listing Rules Amendments. On 21 July 2023, the Stock Exchange published conclusions to the Consultation Paper. In particular, the Stock Exchange has made consequential amendments to the Listing Rules which have come into effect since 1 August 2023 to, amongst others, reflect the PRC Regulation Changes. Accordingly, the Company is required to amend its existing Articles of Association to comply with the requirements of the Listing Rules and the applicable laws and regulations of the PRC (the “**Proposed Amendments**”). Upon adoption of the Proposed Amendments, the numbers of the articles of the Articles of Association will be accordingly carried forward and the numbers of the articles quoted in the Articles of Association will be adjusted accordingly.

As domestic Shares, unlisted foreign Shares and H Shares are regarded as one class of ordinary shares under PRC law following the PRC Regulation Changes and holders of the domestic Shares, unlisted foreign Shares and H Shares are no longer deemed to be different classes of shareholders, the substantive rights attached to such shares (including rights on voting, dividend and asset distribution upon liquidation) are the same, thus the Proposed Amendments (including the removal of the class meeting requirement from the Articles of Association following the repeal of the Mandatory Provisions for Companies Listing Overseas) will not compromise protection of the H Shareholders and will not have material impact on measures relating to shareholder protection.

In view of the above, the Board proposed to amend its existing Articles of Association. The Proposed Amendments are set out in Appendix I to this announcement. According to the existing Articles of Association and the relevant laws and regulations, the amendments to the Articles of Association will take effect subject to the approval of the Shareholders by way of a special resolution at each of the general meeting, the H Shareholders' class meeting and the domestic and unlisted foreign Shareholders' class meeting. The Articles of Association are prepared in Chinese with no official English version. Any English translation is for reference only. In the event of any inconsistency, the Chinese version shall prevail.

A circular containing, among other things, the proposed amendments to the Articles of Association is expected to be despatched to the Shareholders in due course.

By order of the Board
Lianhua Supermarket Holdings Co., Ltd.
Pu Shao-hua
Chairman

Shanghai, the PRC, 28 September 2023

As at the date of this announcement, the Directors of the Company are:

<i>Executive Director:</i>	Chong Xiao-bing;
<i>Non-executive Directors:</i>	Pu Shao-hua, Shi Xiao-long, Hu Xiao, Zhang Shen-yu, Dong Xiao-chun and Wong Tak Hung;
<i>Independent non-executive Directors:</i>	Xia Da-wei, Lee Kwok Ming, Don, Chen Wei and Zhao Xin-sheng.

APPENDIX I COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original	Amended
1.	<p>(These Articles of Association are formulated in accordance with the Prerequisite Clauses for the Articles of Association of Companies Seeking a Listing Outside the Peoples' Republic of China ("Prerequisite Clauses"), China Securities Regulatory Commission Document No. [1995]1: Opinions on Amendments to the Articles of Association of Companies Seeking a Listing in Hong Kong ("Opinions"), Proposals on Accelerating Standardized Operation of Companies Listed Overseas and Deepening Their Reforms ("Proposals") and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules")</p>	<p>(These Articles of Association are formulated in accordance with the Prerequisite Clauses for the Articles of Association of Companies Seeking a Listing Outside the Peoples' Republic of China ("Prerequisite Clauses"), China Securities Regulatory Commission Document No. [1995]1: Opinions on Amendments to the Articles of Association of Companies Seeking a Listing in Hong Kong ("Opinions") <u>the Company Law of the People's Republic of China ("Company Law")</u>), Proposals on Accelerating Standardized Operation of Companies Listed Overseas and Deepening Their Reforms ("Proposals") and, <u>the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") and other relevant regulations</u></p>

APPENDIX I COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original	Amended
2.	<p>Article 1</p> <p>The Company is a joint stock limited company established pursuant to the <i>Company Law of the People’s Republic of China</i> (hereinafter referred to as the “Company Law”), the <i>Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Joint Stock Limited Companies</i> (hereinafter referred to as the “Special Provisions”) and other applicable laws and administrative regulations of the People’s Republic of China (“China”).</p> <p>The Company was established by way of promotion under the Approval Document No: Hu Fu Ti Gai Shen(2001)028 issued by the System Reform Office of Shanghai Municipal Government. The Company was registered with the Shanghai Administration for Industry and Commerce and obtained its business license number: 3100001006267 on December 18th, 2001 and was officially established.</p> <p>The promoters of the Company are: Shanghai Friendship Group Incorporated Company (“Friendship Group”, with its name changed to Shanghai Bailian Group Co., Ltd), Shanghai Industrial United (Group) Commercial Network Development Company Limited (“Shanghai Industrial Commerce”, with its name changed to Shanghai Baiqing Investment Co., Ltd.), Mitsubishi Corporation (“Mitsubishi”), Wong Sun Hing Investment Company Limited (“Wong Sun Hing”) and Shanghai Liding Investment Company Limited (“Shanghai Liding”).</p>	<p>Article 1</p> <p>The Company is a joint stock limited company established pursuant to the <i>Company Law of the People’s Republic of China</i> (hereinafter referred to as the “Company Law”), the <i>Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Joint Stock Limited Companies</i> (hereinafter referred to as the “Special Provisions”) and other applicable laws and administrative regulations of the People’s Republic of China (“China”).</p> <p>The Company was established by way of promotion under the Approval Document No: Hu Fu Ti Gai Shen (2001) 028 issued by the System Reform Office of Shanghai Municipal Government. The Company was registered with the Shanghai Administration for Industry and Commerce and obtained its business license number unified social credit code: 3100001006267 91310000607370331G on December 18th, 2001 and was officially established.</p> <p>The promoters of the Company are: Shanghai Friendship Group Incorporated Company (“Friendship Group”, with its name changed to Shanghai Bailian Group Co., Ltd), Shanghai Industrial United (Group) Commercial Network Development Company Limited (“Shanghai Industrial Commerce”, with its name changed to Shanghai Baiqing Investment Co., Ltd. Shanghai Bailian Commercial Brand Investment Co., Ltd.), Mitsubishi Corporation (“Mitsubishi”), Wong Sun Hing Investment Company Limited (“Wong Sun Hing”) and Shanghai Liding Investment Company Limited (“Shanghai Liding”).</p>

APPENDIX I COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original	Amended
3.	<p>Article 2</p> <p>The registered name of the Company is: Chinese name: 聯華超市股份有限公司 English name: Lianhua Supermarket Holdings Company Limited</p>	<p>Article 2</p> <p>The registered name of the Company is: Chinese name: 聯華超市股份有限公司 English name: Lianhua Supermarket Holdings Company Limited <u>Co.,Ltd.</u></p>
4.	<p>Article 6</p> <p>The original Articles of Association of the Company came into force on December 18th, 2001 which is the date of establishment of the Company.</p> <p>Pursuant to the <i>Company Law</i>, the <i>Special Provisions</i>, the <i>Prerequisite Clauses</i> and other applicable laws and administrative regulations, the original Articles of Association was amended by formulation and adoption of these Articles at the first shareholders' general meeting of the Company convened on January 26th, 2003.</p> <p>Upon approval by the company approval authorities authorised by the State Council, these Articles of Association shall come into force on the day when the Company's overseas-listed foreign shares (as defined in Article 20) were listed in Hong Kong. Upon coming into force of these Articles, the original Articles of Association of the Company shall be replaced.</p>	<p>Article 6</p> <p>The original Articles of Association of the Company came into force on December 18th, 2001 which is the date of establishment of the Company.</p> <p>Pursuant to the <i>Company Law</i>, the <i>Special Provisions</i>, the <i>Prerequisite Clauses</i> and other applicable laws and administrative regulations, the original Articles of Association was amended by formulation and adoption of these Articles at by <u>by</u> the first shareholders' general meeting of the Company convened on January 26th, 2003.</p> <p>Upon approval by the company approval authorities authorised by the State Council, these Articles of Association shall come into force on the day when the Company's overseas-listed foreign shares (as defined in Article 20) were listed in Hong Kong. Upon coming into force of these Articles, the original Articles of Association of the Company shall be replaced.</p>
5.	<p>Article 7</p> <p>As from the effective date of these Articles of Association, these Articles of Association shall become a legally binding document governing the organisation and conduct of the Company and regulating the rights and obligations between the Company and a shareholder and among shareholders.</p>	<p>Article 7</p> <p>As from the effective date of these Articles of Association, these Articles of Association shall become a legally binding document governing the organisation and conduct of the Company and regulating the rights and obligations between the Company and a shareholder and among shareholders.</p>

APPENDIX I COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original	Amended
6.	<p>Article 10</p> <p>Subject to the relevant laws and regulations, the Company has the power to raise fund or borrow money, including but not limited to the issue of shares or corporate bonds, and the power to grant guarantees for any third party, and mortgage or pledge its property, provided that no exercise of such powers mentioned above shall prejudice or abrogate any right of any class of shareholder.</p>	<p>Article 10</p> <p>Subject to the relevant laws and regulations, the Company has the power to raise fund or borrow money, including but not limited to the issue of shares or corporate bonds, and the power to grant guarantees for any third party, and mortgage or pledge its property, provided that no exercise of such powers mentioned above shall prejudice or abrogate any right of any class of shareholder.</p>
7.	<p>Article 12</p> <p>The Company may invest in other companies with limited liability and joint stock companies, and the Company shall be liable for such companies in which it has invested to the extent of the amount of its investment.</p>	<p>Article 12</p> <p>The Company may invest in other companies with limited liability and joint stock companies, and the Company shall be liable for such companies in which it has invested to the extent of the amount of its investment and/or its shares held.</p>
8.	<p>Article 15</p> <p>The scope of business of the Company shall be in accordance with the items approved by the registration authorities of the Company.</p>	<p>Article 15</p> <p>The scope of business of the Company shall be in accordance with the items approved by the registration authorities of the Company.</p>

APPENDIX I COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original	Amended
	<p>The scope of business of the Company includes: wholesaling and retailing (including sale by proxy and on consignment) of household medical devices (except those in relation to “Medical Devices Enterprise Trading Permit”), electric appliances, prepackaged foods (including delicatessen and braised foods as well as chilled and frozen foods), liquor, aquatic products, non-staple food, bulk foods, ready-to-eat foods (including delicatessen and braised foods), dairy products (including infant milk powder); daily necessities, rubber products, knitting textiles, clothing, hat and shoes, furniture, craft gifts, computers, software and ancillary equipment, communication equipment; retailing of raw swine products and beef and lamb products, ready-to-eat foods made on site (cooked and processed foods, cold foods dressed with sauce, barbecued foods, bread, cakes, decorative cakes and reheated foods) (retailing business operation allowed in stores only); purchasing of agricultural by-products; engagement into the processing, grading, packaging, distribution and consultancy services, leasing of owned buildings and counters in relation to supermarkets, provision of technological services for the operation and management of commercial chain stores as well as supermarket management and agency services, as well as conducting commercial activities by means of franchising (the above-mentioned exclude the commodities subject to the State-run trade management; with regard to the commodities subject to quota and license management, make applications in accordance with the relevant regulations of the State; with regard to the commodities subject to administrative permission, operate the business based on the relevant operation permit).</p>	<p>The scope of business of the Company includes: wholesaling and retailing (including sale by proxy and on consignment) of household medical devices (except those in relation to “Medical Devices Enterprise Trading Permit”), electric appliances, prepackaged foods (including delicatessen and braised foods as well as chilled and frozen foods), liquor, aquatic products, non-staple food, bulk foods, ready-to-eat foods (including delicatessen and braised foods), dairy products (including infant milk powder); daily necessities, rubber products, knitting textiles, clothing, hat and shoes, furniture, craft gifts, computers, software and ancillary equipment, communication equipment; <u>The following are limited to branch operations: retailing of</u> raw swine products and beef and lamb products, ready-to-eat foods made on site (cooked and processed foods, cold foods dressed with sauce, barbecued foods, bread, cakes, decorative cakes and reheated foods) (retailing business operation allowed in stores only), <u>liquor, aquatic products, non-staple food</u>; purchasing of agricultural by-products; engagement into the processing, grading, packaging, distribution and consultancy services, leasing of owned buildings and counters in relation to supermarkets, provision of technological services for the operation and management of commercial chain stores as well as supermarket management and agency services, as well as conducting commercial activities by means of franchising (the above-mentioned exclude the commodities subject to the State-run trade management; with regard to the commodities subject to quota and license management, make applications in accordance with the relevant regulations of the State; with regard to the commodities subject to administrative permission, operate the business based on the relevant operation permit). <u>[Projects that must be approved according to law can only carry out business activities after being approved by relevant departments.]</u></p>

APPENDIX I COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original	Amended
9.	<p>Article 17</p> <p>The Company shall have ordinary shares at all time. It may have other classes of shares according to the need of the Company and subject to the approval of the relevant company approval authorities authorised by the State Council.</p>	<p>Article 17</p> <p>The Company shall have ordinary shares at all time. It may have other classes of shares according to the need of the Company and subject to the approval <u>registration/filing</u> of the relevant company approval <u>authorities departments</u> authorised by the State Council.</p>
10.	<p>Article 19</p> <p>Subject to the approval of the competent securities authority under the State Council, the Company may issue shares to investors inside and outside China.</p> <p>The aforementioned “investors outside China” means investors in foreign countries, Hong Kong, Macau and Taiwan regions who subscribe for shares issued by the Company; and the term “investors inside China” means investors inside China, other than the abovementioned regions, who subscribe for the shares issued by the Company.</p>	<p>Article 19</p> <p>Subject to the approval <u>registration/filing</u> of the competent securities authority under the State Council <u>or other regulatory agencies</u>, the Company may issue shares to investors inside and outside China.</p> <p>The aforementioned “investors outside China” means investors in foreign countries, Hong Kong, Macau and Taiwan regions who subscribe for shares issued by the Company; and the term “investors inside China” means investors inside China, other than the abovementioned regions, who subscribe for the shares issued by the Company.</p>

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No.	Original	Amended
11.	<p>Article 20</p> <p>The shares issued by the Company to investors inside China and to be subscribed for in RMB shall be referred to as “domestic shares”. Shares issued by the Company to investors outside China and to be subscribed for in foreign currencies shall be referred to as “foreign shares”.</p> <p>Domestic shares that are listed in China are referred to as domestically-listed domestic shares, and the foreign shares that are listed outside China are referred to as overseas-listed foreign shares. The foreign shares that are listed neither domestically nor abroad shall be referred to as non-listed foreign shares. For the avoidance of doubts, the expression “non-listed foreign shares” referred to herein shall not include “overseas-listed foreign shares”. All the non-listed foreign shares issued by the Company were subscribed in foreign currencies by Wong Sun Hing.</p> <p>For the purpose of these Articles, “foreign currencies” means the legal currencies other than RMB of other countries or regions that are recognized by the State’s foreign exchange administration authority which can be used to pay for subscription to the shares of the Company.</p>	<p>Article 20</p> <p>The shares issued by the Company to investors inside China and to be subscribed for in RMB shall be referred to as “domestic shares”. Shares issued by the Company to investors outside China and to be subscribed for in foreign currencies shall be referred to as “foreign shares”.</p> <p>Domestic shares that are listed in China are referred to as domestically-listed domestic shares, and the foreign shares that are listed outside China are referred to as overseas-listed foreign shares. The foreign shares that are listed neither domestically nor abroad shall be referred to as non-listed foreign shares. For the avoidance of doubts, the expression “non-listed foreign shares” referred to herein shall not include “overseas-listed foreign shares”. All the non-listed foreign shares issued by the Company were subscribed in foreign currencies by Wong Sun Hing.</p> <p>For the purpose of these Articles, “foreign currencies” means the legal currencies other than RMB of other countries or regions that are recognized by the State’s foreign exchange administration authority which can be used to pay for subscription to the shares of the Company.</p>
12.	<p>Article 25</p> <p>“The registration capital of the Company is RMB1,119,600,000 Yuan.”</p>	<p>Article 25<u>22</u></p> <p>“The registration capital of the Company is RMB1,119,600,000 Yuan.”²²</p>

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No.	Original	Amended
13.	<p>Article 26</p> <p>The Company may, according to its operation and development requirements, approve capital increase in accordance with the relevant provisions of these Articles.</p> <p>The Company may increase its capital by the following methods:</p> <p>(I) offer of new shares to non-specific investors;</p> <p>(II) rights issue to existing shareholders;</p> <p>(III) distribution of new shares to existing shareholders;</p> <p>(IV) other methods permitted by laws and administrative regulations.</p> <p>The Company's increase of capital by issuing new shares shall be handled in accordance with the procedures provided for in the relevant State laws and administrative regulations upon approval in accordance with these Articles.</p>	<p>Article 26<u>23</u></p> <p>The Company may, according to its operation and development requirements, approve capital increase in accordance with the relevant provisions of these Articles.</p> <p>The Company may increase its capital by the following methods:</p> <p>(I) offer of new shares to non-specific investors<u>public offering of shares;</u></p> <p>(II) rights issue to existing shareholders<u>non-public offering of shares;</u></p> <p>(III) distribution of new <u>dividend bonus</u> shares to existing shareholders;</p> <p>(IV) <u>converting accumulation fund into capital;</u></p> <p>(V) other methods permitted by laws and, administrative regulations <u>and relevant regulatory agencies.</u></p> <p>The Company's increase of capital by issuing new shares shall be handled in accordance with the procedures provided for in the relevant State laws and administrative regulations upon approval in accordance with these Articles.</p>
14.	<p>Article 28</p> <p>Except otherwise provided by laws and administrative regulations, shares in the Company may be transferred freely without any lien.</p>	<p>Article 28<u>25</u></p> <p>Except otherwise provided by laws and administrative regulations, <u>s</u>Shares in the Company may be transferred freely without any lien <u>in accordance with law.</u></p>

APPENDIX I COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original	Amended
15.	<p>Article 30</p> <p>The Company, in reducing its registered capital, must prepare a balance sheet and an inventory of property.</p> <p>The Company shall notify its creditor(s) within ten days from the date of adopting the resolution to reduce its registered capital and shall publish a public announcement of the resolution in newspapers at least three times within thirty days of the said date. The creditor(s) shall, within thirty days after receiving the notice in writing, or within ninety days of the date of the first public announcement for those who have not received a written notice, be entitled to require the Company to pay its debts in full or provide a corresponding guarantee for repayment of its debts.</p> <p>The registered capital of the Company after the reduction in capital shall not be less than the minimum amount required by laws.</p>	<p>Article 30<u>27</u></p> <p>The Company, in reducing its registered capital, must prepare a balance sheet and an inventory of property.</p> <p>The Company shall notify its creditor(s) within ten days from the date of adopting the resolution to reduce its registered capital and shall publish a public announcement of the resolution in newspapers at least three times within thirty days of the said date. The creditor(s) shall, within thirty days after receiving the notice in writing, or within the first ninety forty-five days of the date of the first public announcement for those who have not received a written notice, be entitled to require the Company to pay its debts in full or provide a corresponding guarantee for repayment of its debts.</p> <p>The registered capital of the Company after the reduction in capital shall not be less than the minimum amount required by laws.</p>
16.	<p>Article 31</p> <p>The Company may, in the following circumstances, repurchase its issued and outstanding shares upon the adoption of resolutions following the procedures provided in these Articles and submission to and approval by the relevant competent authorities:</p> <p>(I) cancellation of shares with the view to reduce its capital;</p> <p>(II) merger with other companies which hold shares in the Company; or</p> <p>(III) other circumstances provided by laws and administrative regulations.</p>	<p>Article 31<u>28</u></p> <p>The Company may, in the following circumstances, repurchase its issued and outstanding shares upon the adoption of resolutions following the procedures provided in these Articles and submission to and approval by the relevant competent authorities <u>shall not repurchase its own shares. however, except for one of the following situations :</u></p> <p>(I) cancellation of shares with the view to reduce its <u>registered</u> capital;</p> <p>(II) merger with other companies which hold shares in the Company; or</p> <p>(III) other circumstances provided by laws and administrative regulations. <u>Use shares for employee stock ownership plan or equity incentive;</u></p>

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No.	Original	Amended
		<p>(IV) <u>shareholders demand that the Company repurchase their shares due to objections to the Company's merger or division resolution made at the shareholders' general meeting;</u></p> <p>(V) <u>use the shares to convert corporate bonds that can be converted into shares issued by the Company; and</u></p> <p>(VI) <u>maintain its value and the shareholders' rights.</u></p> <p><u>Where the Company repurchases shares of the Company under the circumstances specified in Items (I) and (II) of the preceding paragraph, it shall be decided by the shareholders' general meeting; Where the Company repurchases its shares under the circumstances specified in Items (III), (V) and (VI) of the preceding paragraph, it may pass a resolution at a board meeting attended by more than two thirds of the directors in accordance with the provisions of the Articles of Association or the authorization of the shareholders' general meeting.</u></p> <p><u>After the Company has repurchased its shares in accordance with the provisions of the first paragraph of this article, it shall be cancelled within ten days from the date of acquisition if it falls into the circumstances of item (I); In the case of items (II) and (IV), it shall be transferred or cancelled within six months; In case of items (III), (V) and (VI), the total number of shares held by the Company shall not exceed ten percent of the total issued shares of the Company, and shall be transferred or cancelled within three years.</u></p> <p><u>Where the Company repurchases its shares under the circumstances specified in Item (III), Item (V) and Item (VI) of the first paragraph of this Article, it shall do so through open centralized trading.</u></p>

APPENDIX I COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original	Amended
17.	<p>Article 32</p> <p>The Company may, upon the approval of the relevant competent State authorities, repurchase its shares in any of the following manners:</p> <p>(I) making a pro rata general offer of repurchase to all its shareholders</p> <p>(II) repurchase of shares through open transactions on a securities exchange;</p> <p>(III) repurchase by an agreement outside a securities exchange.</p>	<p>Article 3229</p> <p>The Company may, upon the approval of the relevant competent State authorities, repurchase its shares in any of the following manners:</p> <p>(I) making a pro rata general offer of repurchase to all its shareholders;</p> <p>(II) repurchase of shares through open transactions on a securities exchange;</p> <p>(III) repurchase by an agreement outside a securities exchange;</p> <p><u>(IV) other methods recognized by laws, regulations, and relevant regulatory authorities.</u></p>
18.	<p>Article 33</p> <p>Where the Company repurchases its shares by an agreement outside a securities exchange, prior approval shall be obtained at the shareholders' general meeting according to the provisions of these Articles. Upon prior approval of the shareholders' general meeting obtained in the same manner, the Company may terminate or vary the contract concluded in the manner set forth above or waive any of its rights in the contract.</p> <p>A contract to repurchase shares referred to in the above paragraph shall include (but not limited to) agreement whereby repurchase obligations are undertaken and repurchase rights are acquired.</p> <p>The Company shall not transfer the contract for the repurchase of its own shares or any of its rights thereunder.</p>	<p>Article 3330</p> <p>Where the Company repurchases its shares by an agreement outside a securities exchange, prior approval shall be obtained at the shareholders' general meeting according to the provisions of these Articles. Upon prior approval of the shareholders' general meeting obtained in the same manner, the Company may terminate or vary the contract concluded in the manner set forth above or waive any of its rights in the contract.</p> <p>A contract to repurchase shares referred to in the above paragraph shall include (but not limited to) agreement whereby repurchase obligations are undertaken and repurchase rights are acquired.</p> <p>The Company shall not transfer the contract for the repurchase of its own shares or any of its rights thereunder.</p>

APPENDIX I COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original	Amended
19.	<p>Article 34</p> <p>After the Company has repurchased its shares in accordance with law, the Company shall cancel the portion of shares repurchased within the period prescribed by laws and administrative regulations and shall apply to the original company registration authorities for registration of the changes in registered capital.</p> <p>The amount of the Company’s registered capital shall be reduced by the total par value of the shares cancelled.</p> <p>After completion of the reduction in the registered capital of the Company and changes in registration with the company registration authority, a public announcement shall be made.</p>	<p>Article 3431</p> <p>After the Company has repurchased its shares in accordance with law, <u>involving the cancellation of shares</u>, the Company shall cancel the portion of shares repurchased within the period prescribed by laws and administrative regulations and shall apply to the original company registration authorities for registration of the changes in registered capital.</p> <p>The amount of the Company’s registered capital shall be reduced by the total par value of the shares cancelled.</p> <p>After completion of the reduction in the registered capital of the Company and changes in registration with the company registration authority, a public announcement shall be made.</p>
20.	<p>Article 35</p> <p>Unless the Company is in the course of liquidation, the Company shall comply with the following provisions in repurchasing its issued and outstanding shares:</p> <p>(I) Where the Company repurchases its shares at par value, payments for such shares shall be deducted from the book balance of distributable profits and/or from the proceeds of a fresh share issue made for the repurchase of the old shares.</p> <p>(II) Where the Company repurchases its shares at a premium to the par value, the portion equivalent to their par value shall be deducted from the book balance of distributable profits and/or from the proceeds of any fresh share issue made for the repurchase of the old shares; the portion in excess of the par value shall be handled according to the following methods:</p>	<p>Article 35(The entire article is deleted)</p> <p>Unless the Company is in the course of liquidation, the Company shall comply with the following provisions in repurchasing its issued and outstanding shares: (I) Where the Company repurchases its shares at par value, payments for such shares shall be deducted from the book balance of distributable profits and/or from the proceeds of a fresh share issue made for the repurchase of the old shares.</p> <p>(II) Where the Company repurchases its shares at a premium to the par value, the portion equivalent to their par value shall be deducted from the book balance of distributable profits and/or from the proceeds of any fresh share issue made for the repurchase of the old shares; the portion in excess of the par value shall be handled according to the following methods:-</p>

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	<p>(1) where the shares repurchased were issued at their par value, the amount shall be deducted from the book balance of distributable profits:</p> <p>(2) where the shares repurchased were issued at a premium to the par value, the amount shall be deducted from the book balance of distributable profits and/or the proceeds of a fresh share issue made to repurchase the old shares, provided that the amount deducted from the proceeds of the fresh share issue may not exceed the premium obtained at the time of the issue of the old shares nor may it exceed the amount in the Company's premium account or capital common reserve account (as the case may be) (including the premium from the fresh share issue) at the time of the repurchase;</p> <p>(III) The sum paid by the Company for the following purposes shall be paid out of the Company's distributable profits:</p> <p>(1) acquisition of the right to repurchase its shares;</p> <p>(2) variation of any contract to repurchase its own shares;</p> <p>(3) release from any of its obligations under a repurchase contract.</p>	<p>(1) where the shares repurchased were issued at their par value, the amount shall be deducted from the book balance of distributable profits:-</p> <p>(2) where the shares repurchased were issued at a premium to the par value, the amount shall be deducted from the book balance of distributable profits and/or the proceeds of a fresh share issue made to repurchase the old shares, provided that the amount deducted from the proceeds of the fresh share issue may not exceed the premium obtained at the time of the issue of the old shares nor may it exceed the amount in the Company's premium account or capital common reserve account (as the case may be) (including the premium from the fresh share issue) at the time of the repurchase;-</p> <p>(HH) The sum paid by the Company for the following purposes shall be paid out of the Company's distributable profits:-</p> <p>(1) >acquisition of the right to repurchase its shares;-</p> <p>(2) variation of any contract to repurchase its own shares;-</p> <p>(3) release from any of its obligations under a repurchase contract.-</p>

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	<p>(IV) After the total face value of the cancelled shares has been deducted from the registered capital of the Company according to relevant regulations, the amount deducted from the distributable profits of the Company that is used for share repurchase at par value shall be included in the premium account or the capital common reserve account (as the case may be) of the Company.</p>	<p>(IV) After the total face value of the cancelled shares has been deducted from the registered capital of the Company according to relevant regulations, the amount deducted from the distributable profits of the Company that is used for share repurchase at par value shall be included in the premium account or the capital common reserve account (as the case may be) of the Company.</p>
21.	<p>Article 36</p> <p>The Company or its subsidiaries shall not, at any time provide any financial assistance in any manner to a person who is purchasing or proposing to purchase shares in the Company. The “person” referred to in the above includes any person who directly or indirectly assumes a liability as a result of the purchase of the Company’s shares.</p> <p>The Company or its subsidiaries shall not, at any time provide any financial assistance in any form to the above-mentioned obligors in order to reduce or discharge their obligations. The provisions of this Article shall not apply to the circumstances described in Article 38 hereof.</p>	<p>Article 36<u>3632</u></p> <p>The Company or its subsidiaries <u>(including its affiliated enterprises)</u> shall not, at any time provide any financial assistance in any manner to a person who is purchasing or proposing to purchase shares in the Company <u>through gifts, advances, guarantees, compensations, or loans.</u> The “person” referred to in the above includes any person who directly or indirectly assumes a liability as a result of the purchase of the Company’s shares.</p> <p>The Company or its subsidiaries shall not, at any time provide any financial assistance in any form to the above-mentioned obligors in order to reduce or discharge their obligations.</p> <p>The provisions of this Article shall not apply to the circumstances described in Article 38 hereof.</p>

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22.	<p>Article 37</p> <p>For the purpose of this Chapter, “financial assistance” shall include (but not limited to) the following manners:</p> <p>(I) given as a gift;</p> <p>(II) given by way of guarantee (including the provision of an undertaking of liability or provisions of property by the guarantor as security for the performance of the obligation by the obligor), indemnity (excluding, however, indemnity arising out of the Company’s fault), and by way of release or waiver of rights;</p> <p>(III) provision of a loan or conclusion of a contract under which the Company is required to perform obligations prior to any other party, or a change in the parties to such loans or contract, and the assignment of rights under such loans or contract;</p> <p>(IV) provision of financial assistance in any other manner when the Company is insolvent, or has no net assets, or when such assistance would result in a substantial reduction in its net assets.</p> <p>For the purpose of this Chapter, the term “undertaking obligations” shall include the undertaking of obligations by an obligor as a result of the conclusion of a contract or making an arrangement (whether or not such contracts or arrangements are enforceable and whether or not such obligation is undertaken by the obligor individually or jointly with any other person), or by changing its financial position in any other manner.</p>	<p>Article 37(The entire article is deleted)</p> <p>For the purpose of this Chapter, “financial assistance” shall include (but not limited to) the following manners:</p> <p>(I) given as a gift;</p> <p>(II) given by way of guarantee (including the provision of an undertaking of liability or provisions of property by the guarantor as security for the performance of the obligation by the obligor), indemnity (excluding, however, indemnity arising out of the Company’s fault), and by way of release or waiver of rights;</p> <p>(III) provision of a loan or conclusion of a contract under which the Company is required to perform obligations prior to any other party, or a change in the parties to such loans or contract, and the assignment of rights under such loans or contract;</p> <p>(IV) provision of financial assistance in any other manner when the Company is insolvent, or has no net assets, or when such assistance would result in a substantial reduction in its net assets.</p> <p>For the purpose of this Chapter, the term “undertaking obligations” shall include the undertaking of obligations by an obligor as a result of the conclusion of a contract or making an arrangement (whether or not such contracts or arrangements are enforceable and whether or not such obligation is undertaken by the obligor individually or jointly with any other person), or by changing its financial position in any other manner.</p>

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23.	<p>Article 38</p> <p>The following acts shall not be regarded as acts prohibited under Article 36 of this Chapter:</p> <p>(I) The financial assistance provided by the Company is truthfully for the benefit of the Company and the main purpose of the financial assistance is not to purchase shares in the Company, or the financial assistance is an incidental part of an overall plan of the Company;</p> <p>(II) The Company distributes its property in the form of dividends according to laws;</p> <p>(III) distribution of dividends in the form of shares;</p> <p>(IV) reduction of registered capital, repurchases of shares or shareholding restructuring, etc in accordance with these Articles;</p> <p>(V) provision of a loan by the Company within its scope of business and in the ordinary course of its business (provided that such loans shall not lead to a reduction in the net assets of the Company, or if the same constitutes a reduction, the financial assistance was paid out of the Company's distributable profits);</p> <p>(VI) The Company provides money for an employee stock ownership scheme (provided that the same shall not result in a reduction in the net assets of the Company, or if the same constitutes a reduction, the financial assistance shall be paid out of the Company's distributable profits).</p>	<p>Article 38(The entire article is deleted)</p> <p>The following acts shall not be regarded as acts prohibited under Article 36 of this Chapter:-</p> <p>(I) The financial assistance provided by the Company is truthfully for the benefit of the Company and the main purpose of the financial assistance is not to purchase shares in the Company, or the financial assistance is an incidental part of an overall plan of the Company;-</p> <p>(II) The Company distributes its property in the form of dividends according to laws;-</p> <p>(III) distribution of dividends in the form of shares;-</p> <p>(IV) reduction of registered capital, repurchases of shares or shareholding restructuring, etc in accordance with these Articles;-</p> <p>(V) provision of a loan by the Company within its scope of business and in the ordinary course of its business (provided that such loans shall not lead to a reduction in the net assets of the Company, or if the same constitutes a reduction, the financial assistance was paid out of the Company's distributable profits);-</p> <p>(VI) The Company provides money for an employee stock ownership scheme (provided that the same shall not result in a reduction in the net assets of the Company, or if the same constitutes a reduction, the financial assistance shall be paid out of the Company's distributable profits).-</p>

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24.	<p>Article 41</p> <p>The Company shall keep a register of shareholders in which the following particulars shall be recorded:</p> <p>(I) the name, address (residence), occupation or nature of each shareholder;</p> <p>(II) the class and number of shares held by each shareholder;</p> <p>(III) the amount paid or payable for the shares held by each shareholder;</p> <p>(IV) the serial number of shares held by each shareholder;</p> <p>(V) the date on which each person was entered in the register as a shareholder; and</p> <p>(VI) the date on which each shareholder ceases to be a shareholder.</p> <p>The register of shareholders shall be adequate evidence of the holding of the Company's shares by a shareholder, unless there is evidence to the contrary.</p>	<p>Article 4135</p> <p>The Company shall keep <u>establish</u> a register of shareholders in which the following particulars shall be recorded: <u>based on the vouchers provided by the securities registration agency.</u></p> <p>(I) the name, address (residence), occupation or nature of each shareholder;</p> <p>(II) the class and number of shares held by each shareholder;</p> <p>(III) the amount paid or payable for the shares held by each shareholder;</p> <p>(IV) the serial number of shares held by each shareholder;</p> <p>(V) the date on which each person was entered in the register as a shareholder; and</p> <p>(VI) the date on which each shareholder ceases to be a shareholder.</p> <p>The register of shareholders shall be adequate evidence of the holding of the Company's shares by a shareholder; unless there is evidence to the contrary.</p>

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25.	<p>Article 42</p> <p>The Company may, according to the understanding or agreement reached between the competent securities authority under the State Council and a securities regulatory authority outside China, keep a register of shareholders of its overseas-listed foreign shares outside China and appoint an agent outside China for the administration of such register. The original register of overseas-listed foreign shares that are listed in Hong Kong shall be kept in Hong Kong.</p> <p>The Company shall keep at its domicile a duplicate copy of the register of shareholders of overseas-listed foreign shares. The appointed agent outside China shall ensure that the original register of shareholders of foreign shares listed outside China and its duplicate copy are consistent at any time.</p> <p>When the original and duplicate of the register of shareholders of foreign shares listed outside china are inconsistent, the original shall prevail.</p>	<p>Article 42(The entire article is deleted)</p> <p>The Company may, according to the understanding or agreement reached between the competent securities authority under the State Council and a securities regulatory authority outside China, keep a register of shareholders of its overseas-listed foreign shares outside China and appoint an agent outside China for the administration of such register. The original register of overseas-listed foreign shares that are listed in Hong Kong shall be kept in Hong Kong.</p> <p>The Company shall keep at its domicile a duplicate copy of the register of shareholders of overseas-listed foreign shares. The appointed agent outside China shall ensure that the original register of shareholders of foreign shares listed outside China and its duplicate copy are consistent at any time.</p> <p>When the original and duplicate of the register of shareholders of foreign shares listed outside china are inconsistent, the original shall prevail.</p>

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26.	<p>Article 43</p> <p>The Company shall keep a complete register of shareholders.</p> <p>The register of shareholders shall include the following sections:</p> <p>(I) the register of shareholders kept at the Company's domicile other than that specified in paragraphs (II) and (III) of this Article;</p> <p>(II) the register of shareholders of the Company's overseas-listed foreign shares kept at the place where the stock exchange having the shares listed overseas is located;</p> <p>(III) the register of shareholders kept at other places decided by the Board as necessary for the listing of the Company's shares.</p>	<p>Article 43(The entire article is deleted)</p> <p>The Company shall keep a complete register of shareholders.</p> <p>The register of shareholders shall include the following sections:-</p> <p>(I) the register of shareholders kept at the Company's domicile other than that specified in paragraphs (II) and (III) of this Article;</p> <p>(II) the register of shareholders of the Company's overseas-listed foreign shares kept at the place where the stock exchange having the shares listed overseas is located;</p> <p>(III) the register of shareholders kept at other places decided by the Board as necessary for the listing of the Company's shares.</p>
27.	<p>Article 44</p> <p>The various parts of the register of shareholders shall not overlap. The transfer of shares registered in a certain part of the register of shareholders shall not, during the existence of the registration of such shares, be registered in any other part of the register.</p> <p>Changes and corrections to each part of the register of shareholders shall be carried out in accordance with the laws of the places where each part is kept.</p>	<p>Article 44(The entire article is deleted)</p> <p>The various parts of the register of shareholders shall not overlap. The transfer of shares registered in a certain part of the register of shareholders shall not, during the existence of the registration of such shares, be registered in any other part of the register.</p> <p>Changes and corrections to each part of the register of shareholders shall be carried out in accordance with the laws of the places where each part is kept.</p>

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28.	<p>Article 45</p> <p>All fully paid overseas-listed foreign shares that are listed in Hong Kong may be transferred freely pursuant to these Articles, provided that, the Board may, without giving any reason therefor, decline to recognize any instrument of transfer unless the following conditions are fulfilled:</p> <p>(I) payment of a fee in the sum HK\$2.5 (for each instrument of transfer) or other fees as are required from time to time by the Board have been paid (provided that such fee shall not exceed the maximum amount prescribed from time to time by the Listing Rules of the Hong Kong Stock Exchange), to be used for the registration of instruments for the transfer of shares and other documents related to or having influence on the ownership of such shares;</p> <p>(II) The instrument of transfer only covers overseas-listed foreign shares that are listed in Hong Kong;</p> <p>(III) The stamp duty on the instrument of transfer due has been paid up;</p> <p>(IV) the relevant share certificates or other evidence required reasonably by the Board to prove the transferor's right to transfer such shares are duly provided;</p> <p>(V) If shares are transferred to joint shareholders, the number of such joint shareholders shall be no more than four;</p> <p>(VI) The Company has no lien on such shares to be transferred;</p> <p>(VII) Such transfer may be completed by an instrument of transfer in the standard form prescribed by the Hong Kong Stock Exchange or in any other form accepted by the Board. Such instrument of transfer shall become effective upon the personal or printing signature of both the transferor and transferee (s).</p>	<p>Article 45(The entire article is deleted)</p> <p>All fully paid overseas-listed foreign shares that are listed in Hong Kong may be transferred freely pursuant to these Articles, provided that, the Board may, without giving any reason therefor, decline to recognize any instrument of transfer unless the following conditions are fulfilled:-</p> <p>(I) payment of a fee in the sum HK\$2.5 (for each instrument of transfer) or other fees as are required from time to time by the Board have been paid (provided that such fee shall not exceed the maximum amount prescribed from time to time by the Listing Rules of the Hong Kong Stock Exchange), to be used for the registration of instruments for the transfer of shares and other documents related to or having influence on the ownership of such shares;-</p> <p>(II) The instrument of transfer only covers overseas-listed foreign shares that are listed in Hong Kong;-</p> <p>(III) The stamp duty on the instrument of transfer due has been paid up;-</p> <p>(IV) the relevant share certificates or other evidence required reasonably by the Board to prove the transferor's right to transfer such shares are duly provided;-</p> <p>(V) If shares are transferred to joint shareholders, the number of such joint shareholders shall be no more than four;-</p> <p>(VI) The Company has no lien on such shares to be transferred;-</p> <p>(VII) Such transfer may be completed by an instrument of transfer in the standard form prescribed by the Hong Kong Stock Exchange or in any other form accepted by the Board. Such instrument of transfer shall become effective upon the personal or printing signature of both the transferor and transferee (s).-</p>

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29.	<p>Article 46</p> <p>No registration of any change in the register of shareholders arising from a transfer of share shall be effected within 30 days before the holding of a shareholders' general meeting or within 5 days prior to the reference date set by the Company for the distribution of dividends.</p>	<p>Article 46(The entire article is deleted)</p> <p>No registration of any change in the register of shareholders arising from a transfer of share shall be effected within 30 days before the holding of a shareholders' general meeting or within 5 days prior to the reference date set by the Company for the distribution of dividends.</p>
30.	<p>Article 49</p> <p>Any shareholder who is registered in the register of shareholders or requires his name to be entered into the register of shareholders may apply to the Company for issuance of a replacement certificate in respect of such shares ("Relevant Shares") if his share certificate ("Original Share Certificate") is lost.</p> <p>Application for the replacement of share certificates from holders of domestic shares and non-listed foreign shares who have lost their certificates shall be dealt with in accordance with the provisions of Article 143 of the <i>Company Law</i>.</p> <p>Applications for the replacement of share certificates from holders of overseas-listed foreign shares who have lost their certificates may be dealt with in accordance with the laws, securities exchange regulations and other relevant regulations at the place where the original register of shareholders of overseas-listed foreign shares is kept.</p> <p>Where shareholders of overseas-listed foreign shares listed in Hong Kong apply for replacement of their share certificates in the case of loss of such certificates, such replacement shall comply with the following requirements:</p>	<p>Article 49<u>38</u></p> <p>Any shareholder who is registered in the register of shareholders or requires his name to be entered into the register of shareholders may apply to the Company for issuance of a replacement certificate in respect of such shares ("Relevant Shares") if his share certificate ("Original Share Certificate") is lost.</p> <p>Application for the replacement of share certificates from holders of domestic shares and non-listed foreign shares who have lost their certificates shall be dealt with in accordance with the provisions of Article 143 of the <i>Company Law</i>.</p> <p>Applications for the replacement of share certificates from holders of overseas-listed foreign shares who have lost their certificates may be dealt with in accordance with the laws, securities exchange regulations and other relevant regulations at the place where the original register of shareholders of overseas-listed foreign shares is kept.</p> <p>Where shareholders of overseas-listed foreign shares listed in Hong Kong apply for replacement of their share certificates in the case of loss of such certificates, such replacement shall comply with the following requirements:</p>

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	<p>(I) The applicant shall submit the application in the standard form prescribed by the Company accompanied by a notarial certificate or statutory statements. The notarial certificate or statutory statements shall include the applicant's reason for application, the circumstances and proof of the loss of the share certificate and declaration that no other person may require registration as a shareholder in respect of the relevant shares;</p> <p>(II) The Company shall not have received any declaration requiring registration as a shareholder in respect of the shares from any person other than the applicant before it decides to issue a replacement share certificate;</p> <p>(III) If the Company decides to issue a new replacement share certificates to the applicant, it shall publish a public announcement of its intention to do so in the newspapers or periodicals designated by the Board; the period of the public announcement shall be 90 days during which the announcement shall be published repeatedly at least once every 30 days.</p> <p>(IV) Before publishing the public announcement of its intention to issue a replacement share certificate, the Company shall submit a copy of the announcement to be published to the securities exchange where it is listed and may proceed with publication after having received a reply from the securities exchange confirming that the announcement has been displayed in the securities exchange. The Company shall display the public announcement in the securities exchange for a period of 90 days.</p>	<p>(I) The applicant shall submit the application in the standard form prescribed by the Company accompanied by a notarial certificate or statutory statements. The notarial certificate or statutory statements shall include the applicant's reason for application, the circumstances and proof of the loss of the share certificate and declaration that no other person may require registration as a shareholder in respect of the relevant shares;</p> <p>(II) The Company shall not have received any declaration requiring registration as a shareholder in respect of the shares from any person other than the applicant before it decides to issue a replacement share certificate;</p> <p>(III) If the Company decides to issue a new replacement share certificates to the applicant, it shall publish a public announcement of its intention to do so in the newspapers or periodicals designated by the Board; the period of the public announcement shall be 90 days during which the announcement shall be published repeatedly at least once every 30 days.</p> <p>(IV) Before publishing the public announcement of its intention to issue a replacement share certificate, the Company shall submit a copy of the announcement to be published to the securities exchange where it is listed and may proceed with publication after having received a reply from the securities exchange confirming that the announcement has been displayed in the securities exchange. The Company shall display the public announcement in the securities exchange for a period of 90 days.</p>

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	<p>If the application for reissuance of replacement share certificates was made without the consent of the registered shareholders of the relevant shares, the Company shall deliver by mail to such shareholders a copy of the public announcement that it intends to publish.</p> <p>(V) Upon the expiration of the 90-day period of public announcement and display specified in items (III) and (IV) of this Article, if no objection to the issuance of a replacement share certificate is received by the Company from any person, a new replacement share certificate may be issued according to the application of the applicant;</p> <p>(VI) When the Company issues a new replacement share certificate according to the provisions of this Article, it shall immediately cancel the original certificate and record such cancellation and the issuance of the new replacement share certificate in the register of shareholders.</p> <p>(VII) All expenses of the Company for the cancellation of the original share certificate and the issuance of new replacement share certificate shall be paid by the applicant. The Company shall have the power to refuse to take any action until the applicant has provided reasonable security in respect of the payment of such fees.</p> <p>(VIII) The newspapers and periodicals for the publication of the announcement relating to the issuance of new replacement share mentioned in item (III) of this Article shall include at least a Chinese newspaper and an English newspaper published in Hong Kong.</p>	<p>If the application for reissuance of replacement share certificates was made without the consent of the registered shareholders of the relevant shares, the Company shall deliver by mail to such shareholders a copy of the public announcement that it intends to publish.</p> <p>(V) Upon the expiration of the 90-day period of public announcement and display specified in items (III) and (IV) of this Article, if no objection to the issuance of a replacement share certificate is received by the Company from any person, a new replacement share certificate may be issued according to the application of the applicant;</p> <p>(VI) When the Company issues a new replacement share certificate according to the provisions of this Article, it shall immediately cancel the original certificate and record such cancellation and the issuance of the new replacement share certificate in the register of shareholders.</p> <p>(VII) All expenses of the Company for the cancellation of the original share certificate and the issuance of new replacement share certificate shall be paid by the applicant. The Company shall have the power to refuse to take any action until the applicant has provided reasonable security in respect of the payment of such fees.</p> <p>(VIII) The newspapers and periodicals for the publication of the announcement relating to the issuance of new replacement share mentioned in item (III) of this Article shall include at least a Chinese newspaper and an English newspaper published in Hong Kong.</p>

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31.	<p>Article 52</p> <p>The Company’s shareholders are persons lawfully holding shares of the Company and whose names are registered on the register of shareholders.</p> <p>A shareholder shall enjoy rights and assume obligations according to the class and number of shares held by them. Shareholders of the same class shall enjoy equal rights and assume the same obligations.</p>	<p>Article 5241</p> <p>The Company’s shareholders are persons lawfully holding shares of the Company and whose names are registered on the register of shareholders.</p> <p><u>Each share of the same class shall have the same rights.</u></p> <p><u>For the same class of shares issued at the same time, the issuance conditions and prices of each share shall be the same; Any unit or individual shall pay the same price for each share subscribed.</u></p> <p>A shareholder shall enjoy rights and assume obligations according to the class and number of shares held by them. Shareholders of the same class shall enjoy equal rights and assume the same obligations.</p>
32.	<p>Article 53</p> <p>When two or more persons are registered as joint shareholders in respect of any share, such persons shall be deemed as joint holders of such shares, but shall be subject to the following terms and restrictions:</p> <p>(I) The Company shall not register more than four persons as the joint holders of any shares;</p> <p>(II) All joint holders of any shares shall jointly or separately pay all sums in respect of such shares;</p>	<p>Article 5342</p> <p>When two or more persons are registered as joint shareholders in respect of any share, such persons shall be deemed as joint holders of such shares, but shall be subject to the following terms and restrictions:</p> <p>(I) The Company shall not register more than four persons as the joint holders of any shares;</p> <p>(II) All joint holders of any shares shall jointly or separately pay all sums in respect of such shares;</p>

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	<p>(III) If any person among the joint holders of any shares dies, other joint holders of such shares shall be deemed to be entitled to such shares. In this case, the Board shall have the right to ask for any death certificate in relation to the deceased as it thinks fit in order to make alternation to the relevant register of shareholders; and</p> <p>(IV) With regard to joint holders of any shares, only the holder whose name stands first in the register of shareholders shall have the right to receive share certificates and notices, be present at shareholders' general meetings, or exercise all voting rights in respect of the shares. Any notice by the Company addressed to such holder shall be deemed to be delivered to all joint holders of the shares concerned.</p>	<p>(III) If any person among the joint holders of any shares dies, other joint holders of such shares shall be deemed to be entitled to such shares. In this case, the Board shall have the right to ask for any death certificate in relation to the deceased as it thinks fit in order to make alternation to the relevant register of shareholders; and</p> <p>(IV) With regard to joint holders of any shares, only the holder whose name stands first in the register of shareholders shall have the right to receive share certificates and notices, be present at shareholders' general meetings, or exercise all voting rights in respect of the shares. Any notice by the Company addressed to such holder shall be deemed to be delivered to all joint holders of the shares concerned.</p> <p><u>When the Company convenes a shareholders' general meeting, distributes dividends, liquidates, or engages in other activities that require confirmation of shareholder identity, the Board or the convener of the shareholders' general meeting shall determine the equity registration date. Shareholders registered after the closure of the stock market on the equity registration date shall be shareholders who enjoy relevant rights and interests.</u></p>

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33.	<p>Article 54 The holders of ordinary shares of the Company shall enjoy the following rights:</p> <p>(I) to receive dividends and other forms of profit distribution on the basis of the number of shares held by them;</p> <p>(II) to be present at and exercise voting rights at shareholders' general meetings in person or by proxy;</p> <p>(III) to supervise and manage the business activities of the Company, and to make suggestions and raise queries;</p> <p>(IV) to transfer shares in accordance with the provisions of laws, administrative regulations, and these Articles;</p> <p>(V) to obtain relevant information in accordance with the provisions of these Articles, including:</p> <p>(1) to receive these Articles upon payment of charges at cost;</p> <p>(2) being entitled to access and make copies, upon payment of reasonable charges, of:</p> <p>(i) all parts of the registers of shareholders;</p> <p>(ii) personal information on the directors, supervisors, managers and other senior management officers of the Company, including:</p> <ul style="list-style-type: none"> • Current and previous names and aliases; • Main address (residential); • Nationality; • Full-time and all other part-time occupations and duties; • Identification documents and their numbers; 	<p>Article 545443 The holders of ordinary shares of the Company shall enjoy the following rights:</p> <p>(I) to receive dividends and other forms of profit distribution on the basis of the number of shares held by them;</p> <p>(II) to be present at and exercise speaking and voting rights at shareholders' general meetings in person or by proxy;</p> <p>(III) to supervise and manage the business activities of the Company, and to make suggestions and raise queries;</p> <p>(IV) to transfer shares in accordance with the provisions of laws, administrative regulations, and these Articles;</p> <p>(V) to obtain relevant information in accordance with the provisions of these Articles, including:</p> <p>(1) to receive these Articles upon payment of charges at cost;</p> <p>(2) being entitled to access and make copies, upon payment of reasonable charges, of:</p> <p>(i) all parts of the registers of shareholders;</p> <p>(ii) personal information on the directors, supervisors, managers and other senior management officers of the Company, including:</p> <ul style="list-style-type: none"> • Current and previous names and aliases; • Main address (residential); • Nationality; • Full-time and all other part-time occupations and duties; • Identification documents and their numbers;

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	<p>(iii) the status of the Company's share capital;</p> <p>(iv) reports of the aggregate par value, number of shares, and highest and lowest prices of each class of shares repurchased by the Company since the last fiscal year as well as all the expenses paid by the Company therefor; and</p> <p>(v) the minutes of shareholders' meetings.</p> <p>(VI) participate in the distribution of the residual property of the Company on the basis of the number of shares held by them when the Company is terminated or liquidated;</p> <p>(VII) other rights conferred by laws, administrative regulations and these Articles.</p>	<p>(iii) the status of the Company's share capital;</p> <p>(iv) reports of the aggregate par value, number of shares, and highest and lowest prices of each class of shares repurchased by the Company since the last fiscal year as well as all the expenses paid by the Company therefor; and</p> <p>(v) the minutes of shareholders' meetings to review the Articles of Association of the Company, register of shareholders (the Hong Kong branch of the register of shareholders must be available for shareholders to inspect, but may allow the Company to suspend shareholder registration procedures on terms equivalent to Article 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), corporate bond stubs, minutes of shareholders' general meetings, resolutions of the Board, Supervisors, and publicly disclosed financial and accounting reports).</p> <p>(VI) participate in the distribution of the residual property of the Company on the basis of the number of shares held by them when the Company is terminated or liquidated;</p> <p>(VII) other rights conferred by laws, administrative regulations and these Articles.</p>

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34.	<p>Article 55</p> <p>The holders of ordinary shares of the Company shall have the following obligations:</p> <p>(I) to abide by these Articles of the Company;</p> <p>(II) to pay subscription monies in respect of the shares they have subscribed for and in accordance with the method of subscription;</p> <p>(III) other obligations as imposed by laws, administrative regulations, and these Articles.</p> <p>Shareholders shall, other than the conditions agreed upon at the time of subscription, not be liable to make any further contribution to share capital thereafter.</p>	<p>Article 5544</p> <p>The holders of ordinary shares of the Company shall have the following obligations:</p> <p>(I) to abide by these Articles of the Company;</p> <p>(II) to pay subscription monies in respect of the shares they have subscribed for and in accordance with the method of subscription;</p> <p>(III) other obligations as imposed by laws, administrative regulations, and these Articles.</p> <p>Shareholders shall, other than the conditions agreed upon at the time of subscription, not be liable to make any further contribution to share capital thereafter.</p>
35.	<p>Article 59</p> <p>The shareholders' general meeting shall exercise the following powers:</p> <p>(I) to decide on the Company's business policies and investment plans;</p> <p>(II) to elect and replace directors and decide on matters concerning their remunerations;</p> <p>(III) to elect and replace the supervisors who are to be appointed from among the shareholders' representatives and decide on matters concerning their remunerations;</p> <p>(IV) to examine and approve reports of the Board;</p>	<p>Article 5948</p> <p>The shareholders' general meeting shall exercise the following powers:</p> <p>(I) to decide on the Company's business policies and investment plans;</p> <p>(II) to elect and replace directors <u>who are not staff representatives</u> and decide on matters concerning their remunerations;</p> <p>(III) to elect and replace the supervisors who are to be appointed from among the shareholders' representatives <u>not staff representatives</u> and decide on matters concerning their remunerations;</p> <p>(IV) to examine and approve reports of the Board;</p>

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	<p>(V) to examine and approve reports of the Supervisory Committee;</p> <p>(VI) to examine and approve the Company's annual financial budgets and final accounts proposals;</p> <p>(VII) to examine and approve the Company's profit distribution plan and plan for recovery of losses;</p> <p>(VIII) to pass resolutions concerning the increase or reduction of the Company's registered capital;</p> <p>(IX) to pass resolution on matters such as the merger, split-up, dissolution or liquidation of the Company;</p> <p>(X) to pass resolution on the issuance of bonds by the Company;</p> <p>(XI) to pass resolution on the appointment, dismissal or termination of appointment of an accounting firm;</p> <p>(XII) to amend these Articles of the Company.</p> <p>(XIII) to examine and deliberate on the proposals put forward by shareholders representing more than five per cent(including five percent) shares with voting rights;</p> <p>(XIV) other matters required by the provisions of laws, administrative regulations and these Articles to be resolved at shareholders' general meetings.</p>	<p>(V) to examine and approve reports of the Supervisory Committee;</p> <p>(VI) to examine and approve the Company's annual financial budgets and final accounts proposals;</p> <p>(VII) to examine and approve the Company's profit distribution plan and plan for recovery of losses;</p> <p>(VIII) to pass resolutions concerning the increase or reduction of the Company's registered capital;</p> <p>(IX) to pass resolution on matters such as the merger, split-up, dissolution or₂ liquidation <u>or change of company form</u> of the Company;</p> <p>(X) to pass resolution on the issuance of bonds by the Company;</p> <p>(XI) to pass <u>ordinary</u> resolution on the appointment, dismissal or termination of appointment of an accounting firm;</p> <p>(XII) to amend these Articles of the Company.</p> <p>(XIII) to examine and deliberate on the proposals put forward by shareholders representing more than five <u>three</u> per cent (including five <u>three</u> percent) shares with voting rights;</p> <p>(XIV) other matters required by the provisions of laws, administrative regulations and these Articles to be resolved at shareholders' general meetings.</p>

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36.	<p>Article 61</p> <p>The shareholders' general meetings consist of annual general meetings and extraordinary general meetings and shall be convened by the Board. An annual general meeting of shareholders shall be convened once a year, and shall be held within six months after the end of every fiscal year.</p> <p>The Board shall convene an extraordinary shareholders' meeting within two months of the occurrence of one of the following circumstances:</p> <p>(I) the number of directors is less than the number provided by the <i>Company Law</i> or less than two-thirds prescribed by these Articles;</p> <p>(II) the losses of the Company that have not been made up reach one third of the total share capital;</p> <p>(III) shareholders holding more than ten per cent(including ten per cent) of the voting shares issued by the Company require in writing an extraordinary shareholders' general meeting to be convened;</p> <p>(IV) the Board considers that there is a need or the Supervisory Committee proposes a meeting.</p>	<p>Article 6150</p> <p>The shareholders' general meetings consist of annual general meetings and extraordinary general meetings and shall be convened by the Board. An annual general meeting of shareholders shall be convened once a year, and shall be held within six months after the end of every fiscal year.</p> <p>The Board shall convene an extraordinary shareholders' <u>general</u> meeting within two months of the occurrence of one of the following circumstances:</p> <p>(I) the number of directors is less than the number provided by the <i>Company Law</i> or less than two-thirds prescribed by these Articles;</p> <p>(II) the losses of the Company that have not been made up reach one third of the total <u>paid-up</u> share capital;</p> <p>(III) shareholders holding more than ten per cent (including ten per cent) of the voting shares issued by the Company require in writing an extraordinary shareholders' general meeting to be convened at the request of <u>shareholders who individually or collectively hold more than ten percent of the Company's shares;</u></p> <p>(IV) the Board considers that there is a need or the Supervisory Committee proposes a meeting;</p> <p>(V) <u>other circumstances stipulated by laws, administrative regulations, departmental rules or the Articles of Association.</u></p>

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No.	Original	Amended
37.	<p>Article 62</p> <p>When a shareholders' general meeting is to be held by the Company, notice shall be given to shareholders forty-five days before the meeting in writing. The matters to be transacted at the meeting and the date and place of the meeting shall be notified to shareholders whose names are on the register. The shareholders who wish to attend the general meeting shall have their written replies delivered to the Company at least twenty days before the general meeting is convened.</p> <p>The notice of a shareholders' general meeting to be convened by the Company shall be given not more than sixty days before the meeting.</p> <p>The period of a notice shall be counted as clear days excluding the day when a general meeting is convened and the day when the notice is given.</p> <p>For the purpose of the notice given under this Article, the date of notice given shall be the postmark date when the Company or the share registration office authorized by the Company delivers the notice to the postal service, and not the date set forth in Article 195 when a shareholder is deemed to have received the notice.</p>	<p>Article 6251</p> <p>When aan annual shareholders' general meeting is to be held by the Company, notice shall be given to shareholders forty-fivetwenty days before the meeting in writing. <u>When a shareholder' extraordinary general meeting is to be held by the Company, notice shall be given to shareholders fifteen days before the meeting in writing</u> The matters to be transacted at the meeting and the date and place of the meeting shall be notified to shareholders whose names are on the register. The shareholders who wish to attend the general meeting shall have their written replies delivered to the Company at least twenty days before the general meeting is convened.</p> <p>The notice of a shareholders' general meeting to be convened by the Company shall be given not more than sixty days before the meeting.</p> <p>The period of a notice shall be counted as clear days excluding the day when a general meeting is convened and the day when the notice is given.</p> <p>For the purpose of the notice given under this Article, the date of notice given shall be the postmark date when the Company or the share registration office authorized by the Company delivers the notice to the postal service, and not the date set forth in Article 195 when a shareholder is deemed to have received the notice.</p>

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No.	Original	Amended
38.	<p>Article 63</p> <p>When the Company is to convene an annual general meeting of shareholders, shareholders holding more than five per cent (including five per cent) of the Company's total voting shares shall be entitled to move new motions in writing to the Company. The Company shall include into the agenda of the meeting the matters in the motions that fall within the scope of duties of the shareholders' general meeting, provided that such motions shall be served on the Company within forty days after the date of notice of the meeting hereinabove mentioned.</p>	<p>Article 63<u>52</u></p> <p>When the Company is to convene an annual general meeting of shareholders, shareholders holding more than five <u>five three</u> percent (including five <u>five three</u> percent) of the Company's total voting shares shall be entitled to move new motions in writing to the Company. The Company shall include into the agenda of the meeting the matters in the motions that fall within the scope of duties of the shareholders' general meeting, provided that such motions shall be served on <u>delivered to</u> the Company within forty days after the date of notice of the meeting hereinabove mentioned <u>ten days before the shareholders' general meeting.</u></p>
39.	<p>Article 64</p> <p>The Company shall, based on the written replies received twenty days prior to a general meeting of shareholders, calculate the number of voting shares represented by the shareholders intending to be present at the meeting. If the number of voting shares represented by the shareholders intending to be present at the meeting is more than half of the total number of the Company's voting shares, the Company may convene a shareholders' general meeting. If not, the Company shall within five days inform shareholders once again of the matters to be transacted at the meeting and the date and place of the general meeting in the form of a public announcement, upon which, the Company may convene the general meeting of shareholders.</p> <p>Extraordinary general meetings of shareholders shall not decide on the matters not specified in the notice.</p>	<p>Article 64<u>53</u></p> <p>The Company shall, based on the written replies received twenty days prior to a general meeting of shareholders, calculate the number of voting shares represented by the shareholders intending to be present at the meeting. If the number of voting shares represented by the shareholders intending to be present at the meeting is more than half of the total number of the Company's voting shares, the Company may convene a shareholders' general meeting. If not, the Company shall within five days inform shareholders once again of the matters to be transacted at the meeting and the date and place of the general meeting in the form of a public announcement, upon which, the Company may convene the general meeting of shareholders.</p> <p><u>Extraordinary Shareholders'</u> general meetings shall not decide on the matters not specified in the notice.</p>

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No.	Original	Amended
40.	<p>Article 66</p> <p>All notices of shareholders' general meetings shall be delivered by person or by post with postage pre-paid to all shareholders whose names were entered on the register on the date of registration (whether or not entitled to vote thereat) and to the addresses recorded in the register of shareholders.</p> <p>For holders of domestic shares and non-listed foreign shares, the notice may also be given by public announcement.</p> <p>The public announcement mentioned in the previous Article shall be published on one or more newspapers or periodicals designated by the securities regulatory authority under the State Council during the period between forty five to fifty days before the convention of the meeting. Once the public announcement is made, all holders of domestic shares and non-listed foreign shares shall be deemed to have received the notice of relevant shareholders' meeting.</p>	<p>Article 6655</p> <p>All notices of shareholders' general meetings shall be delivered by person or by post with postage pre-paid to all shareholders whose names were entered on the register on the date of registration (whether or not entitled to vote thereat) and to the addresses recorded in the register of shareholders. <u>The notice of the shareholders' general meeting issued to the shareholders of overseas listed foreign shares may also be published through the designated website of the Hong Kong Stock Exchange and the Company's website. Once it is announced, it is deemed that all shareholders of overseas listed shares have received the notice of the shareholders' general meeting.</u></p> <p>For holders of domestic shares and non-listed foreign shares, the <u>above-mentioned</u> notice may also be given by public announcement.</p> <p>The public announcement mentioned in the previous Article shall be published on one or more newspapers or periodicals designated by the securities regulatory authority under the State Council during the period between forty five to fifty days before the convention of the meeting. Once the public announcement is made, all holders of domestic shares and non-listed foreign shares shall be deemed to have received the notice of relevant shareholders' meeting.</p>

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No.	Original	Amended
41.	<p>Article 68</p> <p>Any shareholder entitled to attend and vote at a shareholders' general meeting shall have the right to appoint one or more persons (who need not be shareholders) as his proxies to attend and vote for and on his behalf. The proxy or proxies may exercise the following rights according to his appointment by the shareholder:</p> <p>(I) the right of the shareholder to speak at the shareholders' general meeting;</p> <p>(II) the right to demand a poll by himself or in conjunction with others;</p> <p>(III) to vote by hand or on a poll, provided that the proxy of a shareholder who has appointed more than one proxy may only vote on a poll.</p>	<p>Article 68<u>57</u></p> <p>Article 68</p> <p>Any shareholder <u>(including Hong Kong Securities Clearing Company Limited)</u> entitled to attend and vote at a shareholders' general meeting shall have the right to appoint one or more persons (who need not be shareholders) as his proxies to attend and vote for and on his behalf. The proxy or proxies may exercise the following rights according to his appointment by the shareholder:</p> <p>(I) the right of the shareholder to speak at the shareholders' general meeting;</p> <p>(II) the right to demand a poll by himself or in conjunction with others;</p> <p>(III) to vote by hand or on a poll, provided that the proxy of a shareholder who has appointed more than one proxy may only vote on a poll.</p>
42.	<p>Article 70</p> <p>The instrument appointing a voting proxy shall be placed at the Company's domicile or such other place as specified in the notice of the meeting at least twenty four hours prior to the time of the meeting at which the proxy is authorised to vote. Where such instrument is signed by another person authorized by the appointer, the power of attorney or other instrument authorising the signature shall be notarized. The notarized power of attorney or other authorizing document shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.</p>	<p>Article 70<u>59</u></p> <p>The instrument appointing a voting proxy shall be placed at the Company's domicile or such other place as specified in the notice of the meeting at least twenty four hours prior to the time of the meeting at which the proxy is authorised to vote. Where such instrument is signed by another person authorized by the appointer, the power of attorney or other instrument authorising the signature shall be notarized. The notarized power of attorney or other authorizing document shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.</p>

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	<p>Where the appointer is a legal person, its legal representative or the person authorised by resolution of its board of directors or other decision-making body shall be entitled to attend the Company’s shareholders’ meetings as the representative of such legal person.</p> <p>If the shareholder in question is a recognized clearing house (hereinafter referred to as “recognized clearing house”) defined from time to time in the relevant clauses of Hong Kong laws or the proxy of the clearing house, it may appoint one or more person(s) as it thinks fit to act as its representative(s) at any shareholders’ general meeting or any class meeting. However, if more than one proxy are appointed, the instruments of proxy shall specify the number and class of shares that each proxy represents. Such duly-authorized persons may represent the recognized clearinghouse (or its proxy) to exercise the same powers as if he/she is an individual shareholder of the Company.</p>	<p>Where the appointer is a legal person, its legal representative or the person authorised by resolution of its board of directors or other decision-making body shall be entitled to attend the Company’s shareholders’ meetings as the representative of such legal person.</p> <p>If the shareholder in question is a recognized clearing house (hereinafter referred to as “recognized clearing house”) defined from time to time in the relevant clauses of Hong Kong laws or the proxy of the clearing house, it may appoint one or more person(s) as it thinks fit to act as its representative(s) at any shareholders’ general meeting or any class meeting <u>creditor’s meeting</u>. However, if more than one proxy are appointed, the instruments of proxy shall specify the number and class of shares that each proxy represents. Such duly-authorized persons may represent the recognized clearinghouse (or its proxy) to exercise the same powers as if he/she is an individual shareholder of the Company.</p>
43.	<p>Article 73</p> <p>The resolutions of shareholders’ general meetings are divided into ordinary resolutions and special resolutions.</p> <p>An ordinary resolution of the shareholders’ general meeting shall be adopted by more than half of the voting rights held by the shareholders (including proxies) present at the meeting exercised in favour of the resolution.</p> <p>A special resolution of the shareholders’ general meeting shall be adopted more than two thirds of the voting rights held by the shareholders (including proxies hereof) present at the meeting exercised in favour of the resolution.</p>	<p>Article 73<u>62</u></p> <p>The resolutions of shareholders’ general meetings are divided into ordinary resolutions and special resolutions.</p> <p>An ordinary resolution of the shareholders’ general meeting shall be adopted by more than half of the voting rights held by the shareholders (including proxies) present at the meeting exercised in favour of the resolution.</p> <p>A special resolution of the shareholders’ general meeting shall be adopted more than two thirds of the voting rights held by the shareholders (including proxies hereof) present at the meeting exercised in favour of the resolution.</p>

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	<p>For the purpose of this Article, if any shareholder (or its proxy), while casting votes on a resolution, abstains from voting or fails to exercise his/her voting rights in respect of the shares he/she holds, such votes shall not be counted into the total votes of the shareholders present at the shareholders' general meeting with regard to the specific resolution under consideration.</p>	<p>For the purpose of this Article, if any shareholder (or its proxy), while casting votes on a resolution, abstains from voting or fails to exercise his/her voting rights in respect of the shares he/she holds, <u>or the Listing Rules restrict any shareholder from voting for (or against) a certain resolution.</u> such votes shall not be counted into the total votes of the shareholders present at the shareholders' general meeting with regard to the specific resolution under consideration <u>If there is any violation of relevant regulations or restrictions.</u></p>
44.	<p>Article 74</p> <p>On a poll, shareholders (including proxies) shall cast votes based on the number of voting shares that they represent at a shareholders' general meeting. Each such share shall have one vote.</p> <p>Provided that all voting shall be subject to any privilege or restriction attached to the voting rights of any specific class of shares.</p>	<p>Article 7463</p> <p>On a poll, shareholders (including proxies) shall cast votes based on the number of voting shares that they represent at a shareholders' general meeting. Each such share shall have one vote.</p> <p>Provided that all voting shall be subject to any privilege or restriction attached to the voting rights of any specific class of shares.</p>

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No.	Original	Amended
45.	<p>Article 75</p> <p>Unless a poll is demanded by the following persons before or after a show of hands, the shareholders' general meeting shall vote by a show of hands:</p> <p>(I) by the chairman of the meeting;</p> <p>(II) by at least two shareholders with voting rights present in person or by proxies;</p> <p>(III) by one or more shareholders (including proxies) holding shares alone or jointly representing more than ten per cent(including ten per cent) of the shares with voting rights present at the meeting.</p> <p>Unless a poll is demanded, the chairman of the meeting shall announce whether the proposal has been adopted according to the results of the vote by a show of hands, and such results shall be recorded in the minutes of the meeting. An entry to that effect in the minutes shall be conclusive evidence in respect of the votes, without having to prove the number or proportion of the votes in favour or against the resolution adopted at the meeting. A demand for a poll may be withdrawn by the person who demanded it.</p>	<p>Article 75<u>64</u></p> <p>Unless a poll is demanded by the following persons before or after a show of hands, the shareholders' general meeting shall vote by a show of hands:</p> <p>(I) by the chairman of the meeting;</p> <p>(II) by at least two shareholders with voting rights present in person or by proxies;</p> <p>(III) by one or more shareholders (including proxies) holding shares alone or jointly representing more than ten per cent(including ten per cent) of the shares with voting rights present at the meeting.</p> <p>Unless a poll is demanded, the chairman of the meeting shall announce whether the proposal has been adopted according to the results of the vote by a show of hands, and such results shall be recorded in the minutes of the meeting. An entry to that effect in the minutes shall be conclusive evidence in respect of the votes, without having to prove the number or proportion of the votes in favour or against the resolution adopted at the meeting. A demand for a poll may be withdrawn by the person who demanded it.</p> <p><u>Unless the chairman makes a decision in good faith and allows the resolution on purely procedural or administrative matters to be voted by a show of hands, any voting made by shareholders at the shareholders' general meeting must be conducted by voting.</u></p>

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No.	Original	Amended
46.	<p>Article 76</p> <p>If the demand for a poll is on the election of the chairman or on an adjournment of the meeting, a poll shall be taken forthwith. If a poll is demanded on any other matter, such poll shall be taken at the time decided upon by the chairman, and the meeting may proceed with the discussion of other matters; the result of the poll shall still be deemed to be a resolution adopted at that meeting. The result of the poll shall be announced as early as possible.</p>	<p>Article 76<u>65</u></p> <p>If the demand for a poll is on the election of the chairman or on an adjournment of the meeting, a poll shall be taken forthwith. If a poll is demanded on any other matter, such poll shall be taken at the time decided upon by the chairman, and the meeting may proceed with the discussion of other matters; the result of the poll shall still be deemed to be a resolution adopted at that meeting.The result of the poll shall be announced as early as possible.</p>

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No.	Original	Amended
47.	<p>Article 79</p> <p>The following matters shall be resolved by ordinary resolutions at the shareholders' general meetings:</p> <p>(I) the work reports of the Board and the Supervisory Committee;</p> <p>(II) the profit distribution plans and loss recovery plans formulated by the Board;</p> <p>(III) the removal of the members of the Board and the Supervisory Committee, their remuneration, and methods of payment of their remuneration,</p> <p>(IV) the annual budget, final accounts, balance sheet, profit statement and other financial statements of the Company;</p> <p>(V) other matters other than those prescribed by laws, administrative regulations, or these Articles to be passed by special resolutions.</p> <p>The remuneration set forth in the above item (III) shall include (but be not limited to) the compensation payable to any director or supervisor at the time of his/her removal as director or supervisor or retirement.</p>	<p>Article 7968</p> <p>The following matters shall be resolved by ordinary resolutions at the shareholders' general meetings:</p> <p>(I) the work reports of the Board and the Supervisory Committee;</p> <p>(II) the profit distribution plans and loss recovery plans formulated by the Board;</p> <p>(III) the removal of the members of the Board and the Supervisory Committee, their remuneration, and methods of payment of their remuneration,</p> <p>(IV) the annual budget <u>plan</u>, and final accounts <u>plan</u>, balance sheet, profit statement and other financial statements of the Company;</p> <p><u>(V) annual report of the Company;</u></p> <p>(VVI) other matters other than those prescribed by laws, administrative regulations, or these Articles to be passed by special resolutions.</p> <p>The remuneration set forth in the above item (III) shall include (but be not limited to) the compensation payable to any director or supervisor at the time of his/her removal as director or supervisor or retirement.</p> <p><u>Regarding the election of each director and/or supervisor, each candidate for director and supervisor shall submit a single proposal.</u></p>

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No.	Original	Amended
48.	<p>Article 80</p> <p>The following matters shall be resolved by special resolutions at a shareholders' general meetings:</p> <p>(I) the increase or reduction of the Company's share capital and the issue of any class of shares, warrants and other similar securities;</p> <p>(II) the issue of corporate bonds;</p> <p>(III) the split-up, merger, dissolution and liquidation of the Company;</p> <p>(IV) the amendments to these Articles;</p> <p>(V) other matters that are resolved at the shareholders' general meeting by ordinary resolutions and are considered by the shareholders to be material to the Company that are required to be passed by special resolutions.</p>	<p>Article 8069</p> <p>The following matters shall be resolved by special resolutions at a shareholders' general meetings:</p> <p>(I) the increase or reduction <u>decrease of registered capital</u> of the Company's share capital and the issue of any class of shares, warrants and other similar securities;</p> <p>(II) the issue of corporate bonds;</p> <p>(III) the split-up, merger, dissolution and liquidation of the Company;</p> <p>(IV) the amendments to these Articles;</p> <p><u>(IV) changes in the rights attached to the relevant class of shares when there are already outstanding shares in the Company (approval by special resolution of shareholders holding the relevant class of shares is required)</u>;</p> <p>(V) other matters that <u>stipulated by laws, administrative regulations, listing rules or the Articles of Association, as well as those</u> are resolved at the shareholders' general meeting by ordinary resolutions and are considered by the shareholders to be material to the Company that are required to be passed by special resolutions.</p>

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No.	Original	Amended
49.	<p>Article 81</p> <p>Shareholders demanding the convening of an extraordinary shareholders' general meeting or a class meeting shall proceed in accordance with the following procedures:</p> <p>(I) Two or more shareholders holding more than ten per cent (including ten per cent) of the voting rights at the proposed meeting may submit one or more written request(s) of identical form and substance requesting the Board to convene an extraordinary shareholders' general meeting or a class meeting and stating the business to be transacted at the meeting. The Board shall, upon receiving the aforesaid written request(s), convene an extraordinary shareholders' general meeting or class meeting as soon as possible. The shareholding mentioned in the above shall be calculated as at the date on which the written request is made.</p> <p>(II) If the Board fails to issue a notice of the convention of any meeting herein above-mentioned within thirty days after having received the written request, the requesting shareholders may themselves convene such meetings within four months after the Board received the request. The procedures according to which they convene such meeting shall, to the extent possible, be identical to the procedures according to which shareholders' meetings are to be convened by the Board.</p>	<p>Article 8170</p> <p>Shareholders demanding the convening of an extraordinary shareholders' general meeting or a class meeting shall proceed in accordance with the following procedures:</p> <p>(I) Two or more s<u>Shareholders who individually or collectively hold holding</u> more than ten per cent (including ten per cent) of the voting rights at the proposed meeting may submit one or more written request(s) of identical form and substance requesting have the right to request the Board to convene an extraordinary shareholders' general meeting or a class meeting and stating the business to be transacted at the meeting, which shall be submitted to the Board in writing. <u>The Board shall, upon receiving the aforesaid written request(s) in accordance with laws, administrative regulations and the Articles of Association, give written feedback on whether to agree or disagree to</u> convene an extraordinary shareholders' general meeting or class meeting as soon as possible within ten days after receiving the request. The shareholding mentioned in the above shall be calculated as at the date on which the written request is made.</p> <p><u>If the Board agrees to convene an shareholders' extraordinary general meeting, it shall issue a notice on the convening of the shareholders' general meeting within five days after the resolution of the Board is made, and any changes to the original request in the notice shall be subject to the consent of the relevant shareholders.</u></p>

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No.	Original	Amended
	<p>Where shareholders convene and hold a meeting because the Board failed to hold such meeting pursuant to a request as mentioned above, the reasonable expenses incurred by such shareholders shall be borne by the Company and shall be deducted from the sums owed by the Company to the negligent directors.</p>	<p>(II) If the Board fails to issue a notice of the convention of any meeting herein above-mentioned within thirty days after having received the written request, the requesting shareholders may themselves convene such meetings within four months after the Board received the request. The procedures according to which they convene such meeting shall, to the extent possible, be identical to the procedures according to which shareholders' meetings are to be convened by the Board <u>If the Board does not agree to convene an shareholders' extraordinary general meeting or fails to provide feedback within ten days after receiving the request, shareholders who individually or collectively hold more than ten percent of the company's shares have the right to propose to the Supervisory Committee to convene an shareholders' extraordinary general meeting and shall submit a request in writing to the board of supervisors.</u></p> <p><u>If the Supervisory Committee agrees to convene an shareholder's extraordinary general meeting, it shall issue a notice of convening the shareholders' general meeting within five days of receiving the request. Any changes to the original request in the notice shall be subject to the consent of the relevant shareholders.</u></p>

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No.	Original	Amended
		<p><u>(III) If the Supervisory Committee fails to issue a notice of the shareholders' general meeting within the prescribed time limit, it shall be deemed that the Supervisory Committee has not convened and presided over the shareholders' general meeting, and shareholders who individually or collectively hold more than ten percent of the company's shares for more than 90 consecutive days may convene and preside over it on their own.</u></p> <p>Where shareholders convene and hold a meeting because the Board failed to hold such meeting pursuant to a request as mentioned above, the reasonable expenses incurred by such shareholders shall be borne by the Company and shall be deducted from the sums owed by the Company to the negligent directors.</p>
50.	<p>Article 82</p> <p>Shareholders' general meeting shall be convened and presided over by the chairman of the Board. Where the chairman of the Board is unable to attend the meeting for any reason, the meeting shall be convened and presided over by the vice chairman of the Board. Where both the chairman and vice chairman are unable to attend the meeting, the Board may appoint a director of the Company to convene and preside over the meeting on his/her behalf. Where no chairman of the meeting is appointed, the shareholders present at the meeting may elect one person to be the chairman. If for any reason, the shareholders are unable to elect a chairman, the shareholder(including proxy)holding the largest number of voting shares present at the meeting shall preside over the meeting.</p>	<p>Article 8271</p> <p>Shareholders' general meeting shall be convened and presided over by the chairman of the Board. Where the chairman of the Board is unable to attend the meeting for any reason, the meeting shall be convened and presided over by the vice chairman of the Board. Where both the chairman and vice chairman are unable to attend the meeting, the Board may appoint a director of the Company jointly elected by more than half of the directors may to convene and preside over the meeting on his/her behalf <u>and serve as the chairman of the meeting.</u> Where no chairman of the meeting is appointed, the shareholders present at the meeting may elect one person to be the chairman. If for any reason, the shareholders are unable to elect a chairman, the shareholder (including proxy) holding the largest number of voting shares present at the meeting shall preside over the meeting.</p>

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No.	Original	Amended
51.	<p>Article 83</p> <p>The chairman of the meeting shall be responsible for deciding whether or not a resolution of the shareholders' general meeting has been passed. The decision of the chairman shall be final and shall be announced at the meeting and recorded in the minutes of the meeting.</p>	<p>Article 83<u>72</u></p> <p>The chairman of the meeting shall <u>announce the voting status and results of each proposal, be responsible for deciding and decide</u> whether or not a resolution of the shareholders' general meeting has been passed. The decision of the chairman shall be final and shall be announced at the meeting and recorded in the minutes of the meeting.</p>
52.	<p>Chapter X Special Voting Procedures for Class Shareholder</p>	<p>Chapter X Special Voting Procedures for Class Shareholder</p> <p>(The entire chapter is deleted)</p>
53.	<p>Article 87</p> <p>The holders of different classes of shares are class shareholders. All class shareholders shall enjoy rights and assume obligations according to the provisions of laws, administrative regulations and these Articles.</p>	<p>Article 87(The entire article is deleted)</p> <p>The holders of different classes of shares are class shareholders. All class shareholders shall enjoy rights and assume obligations according to the provisions of laws, administrative regulations and these Articles.</p>
54.	<p>Article 88</p> <p>Any variation or abrogation of the class rights of a class of shareholders shall be approved by special resolutions of shareholders' general meeting and passed at the shareholders' general meetings convened by the affected class shareholders in accordance with Articles 90 to 94.</p>	<p>Article 88(The entire article is deleted)</p> <p>Any variation or abrogation of the class rights of a class of shareholders shall be approved by special resolutions of shareholders' general meeting and passed at the shareholders' general meetings convened by the affected class shareholders in accordance with Articles 90 to 94.</p>
55.	<p>Article 89</p> <p>The following circumstances shall be deemed to be a variation or abrogation of the class rights of a class of shareholder:</p> <p>(I) to increase or decrease the number of shares of such class, or to increase or decrease the number of shares of a class having equal or more voting rights, rights to distribution or other privileges than such class of shares;</p>	<p>Article 89(The entire article is deleted)</p> <p>The following circumstances shall be deemed to be a variation or abrogation of the class rights of a class of shareholder:</p> <p>(I) to increase or decrease the number of shares of such class, or to increase or decrease the number of shares of a class having equal or more voting rights, rights to distribution or other privileges than such class of shares;</p>

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No.	Original	Amended
	(II) to convert all or part of shares of such class in to shares of other class(es), or convert all or part of any other class of shares into such class of shares, or confer aforesaid conversion rights;	(H) to convert all or part of shares of such class in to shares of other class(es), or convert all or part of any other class of shares into such class of shares, or confer aforesaid conversion rights;
	(III) to cancel or decrease such rights contained in the class of shares as receiving accrued dividends or cumulative dividends generated from such class of shares;	(HH) to cancel or decrease such rights contained in the class of shares as receiving accrued dividends or cumulative dividends generated from such class of shares;
	(IV) to reduce or remove the preferential rights to receive dividends in respect of such class of shares or pre-emptive rights to property distribution in the course of liquidation;	(IV) to reduce or remove the preferential rights to receive dividends in respect of such class of shares or pre-emptive rights to property distribution in the course of liquidation;
	(V) to increase, cancel or reduce the conversion rights, option rights, voting rights, transfer rights, preferential allotment rights and the rights to acquire the securities of the Company contained in such class of shares;	(V) to increase, cancel or reduce the conversion rights, option rights, voting rights, transfer rights, preferential allotment rights and the rights to acquire the securities of the Company contained in such class of shares;
	(VI) to cancel or reduce such rights contained in the class of shares to receive amounts payable by the Company in designated currencies;	(VI) to cancel or reduce such rights contained in the class of shares to receive amounts payable by the Company in designated currencies;
	(VII) to create a new class of shares having voting or distribution rights or other privileges equal or superior to such class of shares;	(VII) to create a new class of shares having voting or distribution rights or other privileges equal or superior to such class of shares;
	(VIII) to restrict or impose additional restrictions on the transfer or ownership of such class of shares;	(VIII) to restrict or impose additional restrictions on the transfer or ownership of such class of shares;
	(IX) to issue rights to subscribe for, or convert into, shares of such class or another class;	(IX) to issue rights to subscribe for, or convert into, shares of such class or another class;

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No.	Original	Amended
	<p>(X) to increase the rights and privileges of any other class of shares;</p> <p>(XI) to restructure the Company where the proposed restructuring will result in different classes of shareholders assuming a disproportionate liability in the restructuring of the Company;</p> <p>(XII) to amend or nullify any terms of these Articles.</p>	<p>(X) to increase the rights and privileges of any other class of shares;</p> <p>(XI) to restructure the Company where the proposed restructuring will result in different classes of shareholders assuming a disproportionate liability in the restructuring of the Company;</p> <p>(XII) to amend or nullify any terms of these Articles.</p>
56.	<p>Article 90</p> <p>Shareholders of the affected class, whether or not otherwise having the right to vote at shareholders' general meeting, shall have the right to vote at class meetings in respect of matters referred to in Items (II)-(VIII), (XI)-(XII) of Article 89, except that interested shareholders shall not have the right to vote at class meetings.</p> <p>For the purpose of the preceding paragraph, the term "interested shareholder" shall have the following meanings:</p> <p>(I) In the event that the Company makes a repurchase offer to all shareholders in equal proportions according to the provisions of Article 32 herein, or repurchases its own shares through open transactions on a securities exchange, the "interested shareholder" shall be the controlling shareholder as defined in Article 57 herein.</p> <p>(II) In the event that subject to the provisions of Article 32 herein, the Company repurchases its shares by agreement outside the designated securities exchange, an "interested shareholder" means the shareholder to which the agreement relates</p>	<p>Article 90(The entire article is deleted)</p> <p>Shareholders of the affected class, whether or not otherwise having the right to vote at shareholders' general meeting, shall have the right to vote at class meetings in respect of matters referred to in Items (II)-(VIII), (XI)-(XII) of Article 89, except that interested shareholders shall not have the right to vote at class meetings.</p> <p>For the purpose of the preceding paragraph, the term "interested shareholder" shall have the following meanings:</p> <p>(I) In the event that the Company makes a repurchase offer to all shareholders in equal proportions according to the provisions of Article 32 herein, or repurchases its own shares through open transactions on a securities exchange, the "interested shareholder" shall be the controlling shareholder as defined in Article 57 herein.</p> <p>(II) In the event that subject to the provisions of Article 32 herein, the Company repurchases its shares by agreement outside the designated securities exchange, an "interested shareholder" means the shareholder to which the agreement relates</p>

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No.	Original	Amended
	<p>(III) In the Company’s restructuring scheme, “interested shareholder” means a shareholder who assumes liability in a proportion smaller than other shareholders of the same class or who has an interest in an restructuring scheme of the Company that is different from other shareholders in respect of such class of shares</p>	<p>(III) In the Company’s restructuring scheme, “interested shareholder” means a shareholder who assumes liability in a proportion smaller than other shareholders of the same class or who has an interest in an restructuring scheme of the Company that is different from other shareholders in respect of such class of shares</p>
57.	<p>Article 91</p> <p>Subject to Article 90, any resolution at a class meeting shall be passed by more than two thirds of the voting rights by the shareholders of that class present at the class meeting.</p> <p>For the purpose of the preceding paragraph, if any shareholder (or proxy), while casting votes on a resolution, abstains from voting or does not exercise voting rights in respect of the shares he/she holds, such votes shall not be counted into the total votes of the shareholders present at the class meeting (with regard to the specific resolution under consideration).</p>	<p>Article 91(The entire article is deleted)</p> <p>Subject to Article 90, any resolution at a class meeting shall be passed by more than two thirds of the voting rights by the shareholders of that class present at the class meeting.</p> <p>For the purpose of the preceding paragraph, if any shareholder (or proxy), while casting votes on a resolution, abstains from voting or does not exercise voting rights in respect of the shares he/she holds, such votes shall not be counted into the total votes of the shareholders present at the class meeting (with regard to the specific resolution under consideration).</p>
58.	<p>Article 92</p> <p>When a class meeting is to be held, the Company shall give notice forty five days in advance in writing to all registered shareholders of that class, of the matters to be transacted at the meeting, and the date and place of the meeting. The shareholders who intend to attend the class meeting shall have their written replies delivered to the Company at least twenty days before the meeting is convened.</p>	<p>Article 92(The entire article is deleted)</p> <p>When a class meeting is to be held, the Company shall give notice forty five days in advance in writing to all registered shareholders of that class, of the matters to be transacted at the meeting, and the date and place of the meeting. The shareholders who intend to attend the class meeting shall have their written replies delivered to the Company at least twenty days before the meeting is convened.</p>

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No.	Original	Amended
	<p>Where the number of shares carrying voting rights to vote at the meeting represented by the holders intending to be present at the meeting reaches more than half of the total number of shares of such class with voting rights, the Company may convene the class meeting. If not, the Company shall within five days inform the class shareholders again of the matters proposed to be considered at the meeting and the date and place of the meeting by public announcement, upon which, the Company may convene the class meeting.</p>	<p>Where the number of shares carrying voting rights to vote at the meeting represented by the holders intending to be present at the meeting reaches more than half of the total number of shares of such class with voting rights, the Company may convene the class meeting. If not, the Company shall within five days inform the class shareholders again of the matters proposed to be considered at the meeting and the date and place of the meeting by public announcement, upon which, the Company may convene the class meeting.</p>
59.	<p>Article 93</p> <p>The notice of a class meeting need only be served on shareholders entitled to vote at such meeting.</p> <p>Any class meeting shall, as far as possible, follow the procedures of the general meetings. Provisions of these Articles relevant to procedures for the holding of a shareholders' general meeting shall apply to class meetings.</p>	<p>Article 93(The entire article is deleted)</p> <p>The notice of a class meeting need only be served on shareholders entitled to vote at such meeting.</p> <p>Any class meeting shall, as far as possible, follow the procedures of the general meetings. Provisions of these Articles relevant to procedures for the holding of a shareholders' general meeting shall apply to class meetings.</p>
60.	<p>Article 94</p> <p>Save and except for the holders of other classes of shares, the shareholders of domestic shares and non-listed foreign shares shall be deemed as the same class, but they shall be deemed to be of different classes from the holders of overseas-listed foreign shares.</p>	<p>Article 94(The entire article is deleted)</p> <p>Save and except for the holders of other classes of shares, the shareholders of domestic shares and non-listed foreign shares shall be deemed as the same class, but they shall be deemed to be of different classes from the holders of overseas-listed foreign shares.</p>

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No.	Original	Amended
	<p>The special procedures for voting at a class meeting shall not apply to the following circumstances:</p> <p>(I) where the Company issues, upon approval by a special resolution of the shareholders' general meeting, either separately or concurrently once every twelve months, domestic shares and overseas-listed foreign shares, provided that the number of such shares to be issued shall not exceed twenty per cent of the issued and outstanding shares of such class;</p> <p>(II) where the Company's plan to issue domestic shares and overseas-listed foreign shares upon establishment is completed within fifteen months from the date of approval by the securities regulatory authorities under the State Council.</p>	<p>The special procedures for voting at a class meeting shall not apply to the following circumstances:</p> <p>(I) where the Company issues, upon approval by a special resolution of the shareholders' general meeting, either separately or concurrently once every twelve months, domestic shares and overseas-listed foreign shares, provided that the number of such shares to be issued shall not exceed twenty per cent of the issued and outstanding shares of such class;</p> <p>(II) where the Company's plan to issue domestic shares and overseas-listed foreign shares upon establishment is completed within fifteen months from the date of approval by the securities regulatory authorities under the State Council.</p>
61.	<p>Article 96</p> <p>All directors shall be elected at shareholders' general meetings, whose tenure shall be three years commencing from the day when he/she is elected. Upon the expiration of the tenure, any director may be re-elected. A director shall not be removed from his/her office by the shareholders' general meeting before expiration of his/her tenure without reasons.</p> <p>The intention to nominate a director and the written notice of a nominee to indicate his/her willingness to accept the nomination shall be delivered to the Company no earlier than the next day after the dispatch of the notice of the shareholders' general meeting and no later than seven days prior to the date of such general meeting.</p>	<p>Article 96<u>77</u></p> <p>All directors shall be elected <u>or replaced</u> at shareholders' general meetings, whose <u>each</u> tenure shall be three years commencing from the day when he/she is elected. Upon the expiration of the tenure, any director may be re-elected. A director shall not be removed from his/her office by the shareholders' general meeting before expiration of his/her tenure without reasons <u>If there are special provisions in the listing rules or laws and regulations of the place where the company's shares are listed, such provisions shall prevail.</u></p> <p>The intention to nominate a director and the written notice of a nominee to indicate his/her willingness to accept the nomination shall be delivered to the Company no earlier than the next day after the dispatch of the notice of the shareholders' general meeting and no later than seven days prior to the date of such general meeting.</p>

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No.	Original	Amended
	<p>Any executive director shall enter into a service contract with the Company, pursuant to which, either default party shall be held liable for breach of contract. The effective term of such service contract shall be three years and may be extended in accordance with law. Any non-executive director or independent non-executive director shall sign confirmation of appointment with the Company.</p> <p>Directors need not hold any share in the Company.</p> <p>The chairman and vice chairman of the Board shall be appointed or removed from office by more than half of all directors. The term of office of the chairman and vice chairman is three years and may be renewed upon re-election.</p> <p>Subject to applicable laws and administrative regulations, a general meeting of shareholders may pass any special resolution to remove any director whose term is still effective, including any director who in the meantime serves as a manager or other management positions of the Company, provided that such removal shall not be prejudicial to any claim for compensation in accordance with any contract.</p> <p>Any director may serve concurrently as a manager or other senior management officer of the Company (except as a supervisor).</p> <p>The Board shall have the power to appoint any person either to fill in the casual vacancy on the Board or as an addition to the existing Board. Any director thus appointed shall hold office until the next annual general meeting of shareholders after his/her appointment and be eligible for re-election at such meeting.</p>	<p>Any executive director shall enter into a service contract with the Company, pursuant to which, either default party shall be held liable for breach of contract. The effective term of such service contract shall be three years and may be extended in accordance with law. Any non-executive director or independent non-executive director shall sign confirmation of appointment with the Company.</p> <p>Directors need not hold any share in the Company.</p> <p>The chairman and vice chairman of the Board shall be appointed or removed from office by more than half of all directors. The term of office of the chairman and vice chairman is three years and may be renewed upon re-election.</p> <p>Subject to applicable laws and administrative regulations, a general meeting of shareholders may pass any special <u>ordinary</u> resolution to remove any director whose term is still effective, including any director who in the meantime serves as a manager or other management positions of the Company, provided that such removal shall not be prejudicial to any claim for compensation in accordance with any contract.</p> <p>Any director may serve concurrently as a manager or other senior management officer of the Company (except as a supervisor).</p> <p>The Board shall have the power to appoint any person either to fill in the casual vacancy on the Board or as an addition to the existing Board. Any director thus appointed shall hold office until the next annual general meeting of shareholders after his/her appointment and be eligible for re-election at such meeting.</p>

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No.	Original	Amended
62.	<p>Article 97</p> <p>The Board shall be accountable to the shareholders' general meetings and shall exercise the following powers:</p> <p>(I) to convene shareholders' general meetings and present reports thereto;</p> <p>(II) to implement the resolutions adopted at the shareholders' general meetings;</p> <p>(III) to decide on the business plans and investment plans of the Company;</p> <p>(IV) to formulate the Company's annual financial budget and final accounts;</p> <p>(V) to formulate the Company's profit distribution plans and loss recovery plans;</p> <p>(VI) to formulate the Company's plans on the increase or reduction of registered capital and the issue of corporate bonds;</p> <p>(VII) to formulate the Company's plans on merger, split-up and dissolution;</p> <p>(VIII) to decide on the establishment of the Company's internal management organisation;</p> <p>(IX) to appoint or dismiss the manager of the Company; upon the nomination of the manager, to appoint or dismiss any deputy manager and financial officer; and to decide on their remuneration;</p> <p>(X) to establish the Company's basic management system;</p>	<p>Article 9778</p> <p>The Board shall be accountable to the shareholders' general meetings and shall exercise the following powers:</p> <p>(I) to convene shareholders' general meetings and present reports thereto;</p> <p>(II) to implement the resolutions adopted at the shareholders' general meetings;</p> <p>(III) to decide on the business plans and investment plans of the Company;</p> <p>(IV) to formulate the Company's annual financial budget and final accounts;</p> <p>(V) to formulate the Company's profit distribution plans and loss recovery plans;</p> <p>(VI) to formulate the Company's plans on the increase or reduction of registered capital and the issue of corporate bonds;</p> <p>(VII) to formulate the Company's plans on merger, split-up and, dissolution and <u>change of company form</u>;</p> <p>(VIII) to decide on the establishment of the Company's internal management organisation;</p> <p>(IX) to appoint or dismiss the manager of the Company; upon the nomination of the manager, to appoint or dismiss any deputy manager and, financial officer <u>and other senior management personnel according to the manager's nomination</u>; and to decide on their remuneration, <u>rewards and punishments</u>;</p> <p>(X) to establish the Company's basic management system;</p>

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No.	Original	Amended
	<p>(XI) to formulate proposal for the amendments to the Company's Articles of Association;</p> <p>(XII) to draw up major acquisition or sale schemes of the Company;</p> <p>(XIII) to decide on and handle at its own discretion all matters related to the payment of interim dividends (provided that the total amount of interim dividends paid shall not exceed 30% of the Company's net profits in the first half of that year. The interim dividends with excessive amount shall be submitted for resolution by the shareholders' general meetings.)</p> <p>(XIV) subject to applicable laws, administrative regulations, rules and these Articles, to exercise the powers of fundraising and loan, decide on the mortgage, pledge, rent, sub-contracting, or transfer of the Company's assets, and authorize the manager to exercise the aforesaid powers set forth herein within specified scope; and</p> <p>(XV) other powers conferred by the shareholders' general meetings and these Articles.</p> <p>When the Board makes a resolution on any of the above-mentioned matters, except for the particulars specified in items(VI), (VII), (XI), and (XII) that require the approval of more than two thirds (including two thirds) directors or otherwise provided in Article 102, other matters maybe resolved with the consent of more than half (including half) of the directors.</p>	<p>(XI) to formulate proposal for the amendments to the Company's Articles of Association;</p> <p>(XII) to draw up major acquisition or sale schemes of the Company;</p> <p>(XIII) to decide on and handle at its own discretion all matters related to the payment of interim dividends (provided that the total amount of interim dividends paid shall not exceed 30% of the Company's net profits in the first half of that year. The interim dividends with excessive amount shall be submitted for resolution by the shareholders' general meetings.)</p> <p>(XIV) subject to applicable laws, administrative regulations, rules and these Articles, to exercise the powers of fundraising and loan, decide on the mortgage, pledge, rent, sub-contracting, or transfer of the Company's assets, and authorize the manager to exercise the aforesaid powers set forth herein within specified scope; and</p> <p>(XV) other powers conferred by the shareholders' general meetings and these Articles.</p> <p>When the Board makes a resolution on any of the above-mentioned matters, except for the particulars specified in items (VI), (VII), (XI), and (XII) that require the approval of more than two thirds (including two thirds) directors or otherwise provided in Article 102 <u>the Articles of Association</u>, other matters maybe resolved with the consent of more than half (including half) of the directors.</p>

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No.	Original	Amended
	<p>The Board shall exercise any power that is not specified in these Articles to be exercised by the general meetings of shareholders. The Board shall abide by the provisions of these Articles and the provisions formulated from time to time by the shareholders' general meetings, provided that such provisions formulated by the general meetings shall not invalidate any act of the Board that was effective prior to such provisions.</p>	<p>The Board shall exercise any power that is not specified in these Articles to be exercised by the general meetings of shareholders. The Board shall abide by the provisions of these Articles and the provisions formulated from time to time by the shareholders' general meetings, provided that such provisions formulated by the general meetings shall not invalidate any act of the Board that was effective prior to such provisions.</p>
63.	<p>Article 99</p> <p>The chairman of the Board shall exercise the following powers:</p> <p>(I) to preside over the shareholders' general meetings, and convene and preside over the meetings of the Board;</p> <p>(II) to inspect the implementation of resolutions of the Board;</p> <p>(III) to endorse the securities issued by the Company;</p> <p>(IV) to endorse other important documents of the Company or to appoint one or more directors through a power of attorney to sign other important documents of the Company on its behalf;</p> <p>(V) other powers authorised by the Board.</p> <p>When the chairman of the Board is unable to perform his duties, he may appoint the vice chairman of the Board to exercise the powers on his behalf.</p>	<p>Article 9980</p> <p>The chairman of the Board shall exercise the following powers:</p> <p>(I) to preside over the shareholders' general meetings, and convene and preside over the meetings of the Board;</p> <p>(II) to inspect the implementation of resolutions of the Board;</p> <p>(III) to endorse the securities issued by the Company;</p> <p>(IV) to endorse other important documents of the Company or to appoint one or more directors through a power of attorney to sign other important documents of the Company on its behalf;</p> <p>(V) other powers authorised by the Board.</p> <p>When the chairman of the Board is unable to perform his duties, he may appoint the vice chairman of the Board to exercise the powers on his behalf. <u>If the vice chairman is also unable to perform his duties, more than half of the directors can jointly elect a director to perform his duties.</u></p>

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No.	Original	Amended
64.	<p>Article 107</p> <p>Any written resolution bearing the signatures of all directors shall be deemed to be equally valid with a resolution passed at a duly-convened meeting of the Board. Such a resolution may consist of several documents in the like form, each signed by one or more directors. For the purpose of this Article, any resolution bearing the signature or name of a director, sent to the Company by telegraph, post, fax, or in person shall be deemed to be signed by such director.</p> <p>The Board may from time to time set up a committee or panel consisting of two or more directors, and empower such committee or panel with some powers, authorities, and discretions vested in it. The committee or panel hereof shall perform duties within the scope of authorization and comply with the rules formulated from time to time by the Board, which may at anytime dissolve the committee or panel or change the scope of its authorization.</p> <p>The quorum of the meeting of the aforesaid committee or panel shall be two members thereof or more than half of its members, the highest of which prevails. The provisions applicable to the procedures and recording of the meetings of the Board in Article 101 and Article 106 of these Articles shall apply equally to the meetings of the committee or panel, unless the relevant provisions are replaced with rules formulated by the Board according to the preceding paragraph.</p>	<p>Article 10788</p> <p>Any written resolution bearing the signatures of all directors shall be deemed to be equally valid with a resolution passed at a duly-convened meeting of the Board. Such a resolution may consist of several documents in the like form, each signed by one or more directors. For the purpose of this Article, any resolution bearing the signature or name of a director, sent to the Company by telegraph, post, fax, or in person shall be deemed to be signed by such director.</p> <p>The Board may from time to time set up a committee or panel consisting of two or more directors, and empower such committee or panel with some powers, authorities, and discretions vested in it. The committee or panel hereof shall perform duties within the scope of authorization and comply with the rules formulated from time to time by the Board, which may at anytime dissolve the committee or panel or change the scope of its authorization.</p> <p>The quorum of the meeting of the aforesaid committee or panel shall be two members thereof or more than half of its members, the highest of which prevails. The provisions applicable to the procedures and recording of the meetings of the Board in Article 101 and Article 106 of the Articles of Association shall apply equally to the meetings of the committee or panel, unless the relevant provisions are replaced with rules formulated by the Board according to the preceding paragraph.</p>

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No.	Original	Amended
65.	<p>Article 109</p> <p>The Company’s secretary shall be a natural person with necessary expertise and experience, who shall be appointed and removed by the Board. The main duties of the secretary shall be as set forth below:</p> <p>(I) to ensure that the Company’s constitutive documents and records are complete;</p> <p>(II) to ensure that the Company prepares and submits all reports and documents required by relevant authorities(including but not limited to the administrative authorities for industry and commerce);</p> <p>(III) to ensure that the Company establishes its register of shareholders properly, and persons entitled to receive relevant records and documents from the Company do receive such records and documents in time;</p> <p>(IV) to perform other duties of a secretary as provided bylaws and these Articles(including duties required reasonably by the Board).</p>	<p>Article 109<u>90</u></p> <p>The Company’s secretary shall be a natural person with necessary expertise and experience, who shall be appointed and removed by the Board. The main duties of the secretary shall be as set forth below:</p> <p>(I) to ensure that the Company’s constitutive documents and records are complete;</p> <p>(II) to ensure that the Company prepares and submits all reports and documents required by relevant authorities(including but not limited to the administrative authorities for industry and commerce);</p> <p>(III) to ensure that the Company establishes its register of shareholders properly, and persons entitled to receive relevant records and documents from the Company do receive such records and documents in time;</p> <p>(IV) to perform other duties of a secretary as provided bylaws and these Articles(including duties required reasonably by the Board).</p>
66.	<p>Article 112The manager of the Company shall be accountable to the Board and shall exercise the following powers:</p> <p>(I) to be in charge of the production, operation and management of the Company, and to organize the implementation of the resolutions of the Board;</p> <p>(II) to organize the implementation of the Company’s annual business plans and investment plans;</p> <p>(III) to draw up the plan of the Company’s internal management;</p>	<p>Article 112<u>93</u></p> <p>The manager of the Company shall be accountable to the Board and shall exercise the following powers:</p> <p>(I) to be in charge of the production, operation and management of the Company, andto organize the implementation of the resolutions of the Board, <u>and report work to the Board;</u></p> <p>(II) to organize the implementation of the Company’s annual business plans and investment plans;</p> <p>(III) to draw up the plan of the Company’s internal management;</p>

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	<p>(IV) to draw up the basic management system of the Company;</p> <p>(V) to formulate the basic rules and regulations of the Company;</p> <p>(VI) to propose the employment or removal of the deputy managers and financial officers;</p> <p>(VII) to appoint or remove senior management officers of the Company other than those to be appointed or removed by the Board;</p> <p>(VIII) to convene and preside over the managers' office meetings(on his own or by a deputy manager appointed by him), which shall be attended by the manager, deputy managers, and other senior management officers;</p> <p>(IX) to decide on the rewards and penalties, promotion or demotion, pay rise or cut, appointment, employment, removal, and dismissal of employees of the Company;</p> <p>(X) other powers prescribed by these Articles and conferred by the Board.</p>	<p>(IV) to draw up the basic management system of the Company;</p> <p>(V) to formulate the basic specific rules and regulations of the Company;</p> <p>(VI) to propose the employment or removal of the deputy managers and financial officers;</p> <p>(VII) to appoint or remove senior management officers of the Company other than those to be appointed or removed by the Board;</p> <p>(VIII) to convene and preside over the managers' office meetings(on his own or by a deputy manager appointed by him), which shall be attended by the manager, deputy managers, and other senior management officers;</p> <p>(IX) to decide on the rewards and penalties, promotion or demotion, pay rise or cut, appointment, employment, removal, and dismissal of employees of the Company;</p> <p>(X) other powers prescribed by these Articles and conferred by the Board.</p>
67.	<p>Article 117</p> <p>The Supervisory Committee shall consist of three supervisors, one of whom shall serve as the chairman of the Supervisory Committee. The tenure of office of a supervisor is three years and may serve consecutive terms if re-elected upon the expiration of his term.</p> <p>The appointment and removal of the chairman of the Supervisory Committee shall take effect upon a resolution adopted by more than two thirds (including two thirds) of the supervisors.</p>	<p>Article 11798</p> <p>The Supervisory Committee shall consist of three supervisors, one of whom shall serve as the chairman of the Supervisory Committee. The tenure of office of a supervisor is three years and may serve consecutive terms if re-elected upon the expiration of his term.</p> <p>The appointment and removal of the chairman of the Supervisory Committee shall take effect upon a resolution adopted by more than two thirds (including two thirds) half of the supervisors.</p>

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68.	<p>Article 120</p> <p>The Supervisory Committee shall hold meetings at least twice a year, which shall be convened by the chairman of the Supervisory Committee.</p>	<p>Article 120<u>101</u></p> <p>The Supervisory Committee shall hold meetings at least twice a year, and convene meetings at least once every six months, which shall be convened by the chairman of the Supervisory Committee. <u>Supervisors may propose to hold an extraordinary meeting of the Supervisors Committee.</u></p>
69.	<p>Article 122</p> <p>The general meetings of supervisors shall be convened upon the presence of more than two thirds(including two thirds) of the supervisors.</p> <p>The resolutions of the Supervisory Committee shall be passed upon the favorable votes of more than two thirds (including two thirds) of the supervisors.</p>	<p>Article 122<u>103</u></p> <p>The general meetings of supervisors shall be convened upon the presence of more than two thirds(including two thirds) of the supervisors.</p> <p>The resolutions of the Supervisory Committee shall be passed upon the favorable votes of more than two thirds (including two thirds) <u>half</u> of the supervisors.</p>
70.	<p>Article 126</p> <p>The following persons may not serve as a director, supervisor, manager or any other senior management officer of the Company in any of the following circumstances:</p> <p>(I) an individual who has no civil capacity or restricted civil capacity;</p> <p>(II) persons who were committed the offences of corruption, bribery, infringement of properties, misappropriation of properties, or sabotaging the social and economical order, and have been punished, or have been deprived of their political rights, in each case where less than five years have elapsed since the date of completion of the execution of such punishment or deprivation;</p>	<p>Article 126<u>107</u></p> <p>The following persons may not serve as a director, supervisor, manager or any other senior management officer of the Company in any of the following circumstances:</p> <p>(I) an individual who has no civil capacity or restricted civil capacity;</p> <p>(II) persons who were committed the offences of corruption, bribery, infringement of properties, misappropriation of properties, or sabotaging the social and economical order, and have been punished, or have been deprived of their political rights, in each case where less than five years have elapsed since the date of completion of the execution of such punishment or deprivation;</p>

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	<p>(III) persons who were directors, or factory managers or manager of a company or enterprise which has become bankrupt and liquidated as a result of improper operation and mismanagement, and who were personally liable for the bankruptcy of such company or enterprise, where less than three years have elapsed since the date of the completion of the liquidation of such company or enterprise;</p> <p>(IV) persons who were a former legal representative of a company or enterprise which had its business license revoked due to a violation of law and who were personally liable, where less than three years have elapsed since the date of the revocation of such business license;</p> <p>(V) persons who have a relatively large amount of debt outstanding and not repaid when due;</p> <p>(VI) persons who are under criminal investigation by the judicial authority for violation of the criminal law which is not yet concluded;</p> <p>(VII) persons who are ineligible for enterprise leadership according to laws and administrative regulations;</p> <p>(VIII) a non-natural person;</p> <p>(IX) persons who have been convicted by the competent authority of offences involving fraud or dishonesty in violation of the provision of the relevant securities regulations, where less than five years has elapsed since the date of such ruling; and</p>	<p>(III) persons who were directors, or factory managers or manager of a company or enterprise which has become bankrupt and liquidated as a result of improper operation and mismanagement, and who were personally liable for the bankruptcy of such company or enterprise, where less than three years have elapsed since the date of the completion of the liquidation of such company or enterprise;</p> <p>(IV) persons who were a former legal representative of a company or enterprise which had its business license revoked <u>or to be ordered to close</u> due to a violation of law and who were personally liable, where less than three years have elapsed since the date of the revocation of such business license;</p> <p>(V) persons who have a relatively large amount of debt outstanding and not repaid when due;</p> <p>(VI) persons who are under criminal investigation by the judicial authority for violation of the criminal law which is not yet concluded;</p> <p>(VII) persons who are ineligible for enterprise leadership according to laws and administrative regulations;</p> <p>(VIII) a non-natural person;</p> <p>(IX) persons who have been convicted by the competent authority of offences involving fraud or dishonesty in violation of the provision of the relevant securities regulations, where less than five years has elapsed since the date of such ruling; and</p>

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	(X) any public servants, unless permitted by laws and administrative regulations.	<p>(X) any public servants, unless permitted by laws and administrative regulations.</p> <p><u>If the Company elects, appoints directors, supervisors, or hires senior management personnel in violation of the provisions of the preceding paragraph, the election, appointment, or appointment shall be invalid.</u></p> <p><u>If a director, supervisor, or senior management member experiences any of the situations listed in the first paragraph of the Article of Association during their tenure, the Company shall dismiss them from their positions.</u></p>
71.	<p>Article 130</p> <p>The directors, supervisors, manager and other senior management officers of the Company must, in the exercise of their duties, abide by the principles of honesty and credibility, and shall not place themselves in a position where their personal interests and duties may be in conflict with each other. This principle shall include (but not be limited to) the fulfillment of the following obligations:</p> <p>(I) to act honestly in the best interests of the Company;</p> <p>(II) to exercise their powers within the scope of functions and powers and not to act beyond such powers;</p> <p>(III) to personally exercise the discretions invested in him/her, not to allow himself/herself to be manipulated by another person, and not to delegate the discretions to another person unless otherwise permitted by laws and administrative regulations or with the consent of any shareholders' general meeting that has been informed;</p>	<p>Article 130111</p> <p>The directors, supervisors, manager and other senior management officers of the Company must, in the exercise of their duties, abide by the principles of honesty and credibility, and shall not place themselves in a position where their personal interests and duties may be in conflict with each other. This principle shall include (but not be limited to) the fulfillment of the following obligations:</p> <p>(I) to act honestly in the best interests of the Company;</p> <p>(II) to exercise their powers within the scope of functions and powers and not to act beyond such powers;</p> <p>(III) to personally exercise the discretions invested in him/her, not to allow himself/herself to be manipulated by another person, and not to delegate the discretions to another person unless otherwise permitted by laws and administrative regulations or with the consent of any shareholders' general meeting that has been informed;</p>

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	<p>(IV) to be impartial to both the holders of the same class and those of different classes;</p> <p>(V) not to conclude a contract or enter into a transaction or arrangement with the Company, except as otherwise provided in these Articles of Association of the Company or with the consent of any shareholders' general meeting that has been informed;</p> <p>(VI) not to use the Company's property for his/her own benefits in any way without the consent of any shareholders' general meeting that has been informed;</p> <p>(VII) not to use his/her functions and powers as a means to accept bribes or other forms of illegal income, and not to illegally appropriate the Company's properties in any way, including (but not limited to) any opportunity that is favourable to the Company;</p> <p>(VIII) not to accept commissions in connection with any transaction of the Company without the consent of the shareholders' general meeting that has been informed;</p> <p>(IX) to abide by the Articles of Association of the Company, perform duties faithfully, protect the interests of the Company, and not to use his/her position and powers in the Company to seek personal gains;</p> <p>(X) not to compete with the Company in any way without the consent of the shareholders' general meeting that has been informed;</p>	<p>(IV) to be impartial equally and fairly to both the holders of the same class and those of different classes;</p> <p>(V) not to conclude a contract or enter into a transaction or arrangement with the Company, except as otherwise provided in these Articles of Association of the Company or with the consent of any shareholders' general meeting that has been informed;</p> <p>(VI) not to use the Company's property for his/her own benefits in any way without the consent of any shareholders' general meeting that has been informed;</p> <p>(VII) not to use his/her functions and powers as a means to accept bribes or other forms of illegal income, and not to illegally appropriate the Company's properties in any way, including (but not limited to) any opportunity that is favourable to the Company;</p> <p>(VIII) not to accept commissions in connection with any transaction of the Company without the consent of the shareholders' general meeting that has been informed;</p> <p>(IX) to abide by the Articles of Association of the Company, perform duties faithfully, protect the interests of the Company, and not to use his/her position and powers in the Company to seek personal gains;</p> <p>(X) not to compete with the Company in any way without the consent of the shareholders' general meeting that has been informed;</p>

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	<p>(XI) not to embezzle the Company’s funds or lend them to others, not to deposit the Company’s assets in any account opened in his/her own or in any other person’s name, not to use the Company’s assets as security for the debts of the Company’s shareholder or other individual;</p> <p>(XII) not to disclose any confidential information in relation to the Company that is acquired by him/her during his/her office without the consent of any shareholders’ general meeting that has been informed, and not to use such information for any purpose other than the interests of the Company. Provided that such information may be disclosed to the court or other government authorities in any of the following circumstances:</p> <p>(1) provided bylaws;</p> <p>(2) required for public interest;</p> <p>(3) required in the own interests of such director, supervisor, manager or other senior management officers of the Company;</p>	<p>(XI) not to embezzle the Company’s funds or lend them to others, not to deposit the Company’s assets in any account opened in his/her own or in any other person’s name, not to use the Company’s assets as security for the debts of the Company’s shareholder or other individual;</p> <p>(XII) not to disclose any confidential information in relation to the Company that is acquired by him/her during his/her office without the consent of any shareholders’ general meeting that has been informed, and not to use such information for any purpose other than the interests of the Company. Provided that such information may be disclosed to the court or other government authorities in any of the following circumstances:</p> <p>(1) provided bylaws;</p> <p>(2) required for public interest;</p> <p>(3) required in the own interests of such director, supervisor, manager or other senior management officers of the Company;</p>
72.	<p>Article 135</p> <p>If a director, supervisor, the manager or other senior management officers of the Company gives a written notice to the Board before the conclusion of any contract, transaction, or arrangement is first considered by the Company, stating that due to the contents listed in the notice, he/she is interested in such contract, transaction, or arrangement to be made subsequently by the Company, such director, supervisor, manager, or other senior management officers shall be deemed, in so far as what is stated in the notice, to have made the disclosure provided in Article 134 hereof.</p>	<p>Article 135116</p> <p>If a director, supervisor, the manager or other senior management officers of the Company gives a written notice to the Board before the conclusion of any contract, transaction, or arrangement is first considered by the Company, stating that due to the contents listed in the notice, he/she is interested in such contract, transaction, or arrangement to be made subsequently by the Company, such director, supervisor, manager, or other senior management officers shall be deemed, in so far as what is stated in the notice, to have made the disclosure provided in Article 134the Articles of Association hereof.</p>

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73.	<p>Article 139The Company shall not be forced to perform a loan security provided in violation of the first paragraph of Article 137, except:</p> <p>(I) where the loan is provided to a connected person of a director, supervisor, the manager or other senior management officers of the Company or its parent company and the loan provider is not aware of the fact;</p> <p>(II) the collateral provided by the Company has been lawfully sold by the loan provider to a bona fide purchaser.</p>	<p>Article 139<u>120</u></p> <p>The Company shall not be forced to perform a loan security provided in violation of the first paragraph of Article 137 <u>the Articles of Association of the Company</u>, except:</p> <p>(I) where the loan is provided to a connected person of a director, supervisor, the manager or other senior management officers of the Company or its parent company and the loan provider is not aware of the fact;</p> <p>(II) the collateral provided by the Company has been lawfully sold by the loan provider to a bona fide purchaser.</p>
74.	<p>Article 141</p> <p>If a director, supervisor, the manager or other senior management officers of the Company breaches his obligations to the Company, the Company shall, in addition to any rights and remedies provided by laws and administrative regulations, have the right to:</p> <p>(I) require the relevant director, supervisor, manager, or other senior management officers to compensate for any loss sustained by the Company as a consequence of his/her dereliction of duties;</p> <p>(II) rescind any contract or transaction concluded by the Company with the relevant director, supervisor, manager or other senior management officers, or with a third party(where such third party is aware or should be aware that the director, supervisor, manager or other senior management officers representing the Company was in breach of his obligations to the Company);</p>	<p>Article 141<u>122</u></p> <p>If a director, supervisor, the manager or other senior management officers of the Company breaches his obligations to the Company, the Company shall, in addition to any rights and remedies provided by laws and administrative regulations, have the right to:</p> <p>(I) require the relevant director, supervisor, manager, or other senior management officers to compensate for any loss sustained by the Company as a consequence of his/her dereliction of duties;</p> <p>(II) rescind any contract or transaction concluded by the Company with the relevant director, supervisor, manager or other senior management officers, or with a third party(where such third party is aware or should be aware that the director, supervisor, manager or other senior management officers representing the Company was in breach of his obligations to the Company);</p>

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	<p>(III) require the relevant director, supervisor, manager or other senior management officers to surrender the gains derived from the breach of his/her obligations;</p> <p>(IV) to recover any funds received by the relevant director, supervisor, manager or other senior management officers that should have been received by the Company, including (but not limited to) commissions;</p> <p>(V) require the relevant director, supervisor, manager, or other senior management officers to return the interest earned or to be possibly earned on the funds that should have been given to the Company;</p> <p>(VI) take legal proceedings to rule that any property obtained by the relevant director, supervisor, manager, or other senior management officers as a result of breach of his/her obligations shall belong to the Company.</p>	<p>(III) require the relevant director, supervisor, manager or other senior management officers to surrender the gains derived from the breach of his/her obligations;</p> <p>(IV) to recover any funds received by the relevant director, supervisor, manager or other senior management officers that should have been received by the Company, including (but not limited to) commissions;</p> <p>(V) require the relevant director, supervisor, manager, or other senior management officers to return the interest earned or to be possibly earned on the funds that should have been given to the Company;</p> <p>(VI) take legal proceedings to rule that any property obtained by the relevant director, supervisor, manager, or other senior management officers as a result of breach of his/her obligations shall belong to the Company.</p>
75.	<p>Article 145</p> <p>The Company shall formulate its own financial and accounting systems in accordance with laws, administrative regulations, and the accounting standards of China formulated by the authorities under the State Council in charge of finance.</p>	<p>Article 145<u>126</u></p> <p>The Company shall formulate its own financial and accounting systems in accordance with laws, administrative regulations, and the accounting standards of China formulated by the authorities under the State Council in charge of finance <u>provisions of relevant state departments.</u></p>
76.	<p>Article 146</p> <p>The Company shall prepare financial reports at the end of each fiscal year. Such reports shall be examined and verified in accordance with law.</p>	<p>Article 146<u>127</u></p> <p>The Company shall prepare financial <u>accounting</u> reports at the end of each fiscal year. Such reports shall be examined and verified <u>audited by an accounting firm</u> in accordance with law.</p>

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77.	<p>Article 149</p> <p>The Board of the Company shall place before the shareholders at each shareholders' annual general meeting such financial reports as relevant laws, administrative regulations, and normative documents promulgated by the local government and the competent authorities require the Company to prepare.</p>	<p>Article 149130</p> <p>The Board of the Company shall place before the shareholders at each shareholders' annual general meeting such financial reports as relevant laws, administrative regulations, and normative documents promulgated by the local government and the competent authorities require the Company to prepare.</p>
78.	<p>Article 150</p> <p>The financial reports of the Company shall be made available in the Company for inspection by shareholders twenty days prior to an annual general meeting of shareholders. Each shareholder of the Company shall have the right to obtain a copy of such financial reports referred to herein.</p> <p>The Company shall send the aforesaid reports, at least twenty-one days prior to a shareholders' annual general meeting by pre-paid mail by post to all shareholders of overseas-listed foreign shares at the address of each shareholder recorded in the register of shareholders.</p>	<p>Article 150131</p> <p>The financial reports of the Company shall be made available in the Company for inspection by shareholders twenty days prior to an annual general meeting of shareholders. Each shareholder of the Company shall have the right to obtain a copy of such financial reports referred to herein.</p> <p>The Company shall send the aforesaid reports, at least twenty-one days prior to a shareholders' annual general meeting by pre-paid mail by post to all shareholders of overseas-listed foreign shares at the address of each shareholder recorded in the register of shareholders.</p>
79.	<p>Article 160</p> <p>Any accounting firm appointed by the Company shall enjoy the following rights:</p> <p>(I) the rights of access at any time to account books, records, or vouchers of the Company and the right to require directors, the manager or other senior management officers of the Company to provide relevant information and explanations;</p>	<p>Article 160141</p> <p>Any accounting firm appointed by the Company shall enjoy the following rights:</p> <p>(I) the rights of access at any time to account books, records, or vouchers of the Company and the right to require directors, the manager or other senior management officers of the Company to provide relevant information and explanations;</p>

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	<p>(II) the right to require the Company to take all reasonable measures to obtain from its subsidiaries the information and explanations necessary for the accounting firm to perform duties;</p> <p>(III) the right to attend shareholders' meeting, receive the notice or other information in respect of such meetings that the shareholders are entitled to receive, and to be heard at any shareholders' meeting on any matter which concerns it as the accounting firm of the Company.</p>	<p>(H) the right to require the Company to take all reasonable measures to obtain from its subsidiaries the information and explanations necessary for the accounting firm to perform duties;</p> <p>(HH) the right to attend shareholders' meeting, receive the notice or other information in respect of such meetings that the shareholders are entitled to receive, and to be heard at any shareholders' meeting on any matter which concerns it as the accounting firm of the Company</p> <p><u>The Company's appointment and dismissal of an accounting firm must be decided by the shareholders' general meeting, and the Board shall not appoint an accounting firm before the decision of the shareholders' general meeting;</u></p>
80.	<p>Article 161</p> <p>If the position of an accounting firm of the Company becomes vacant, the Board may appoint an accounting firm to fill such vacancy before a shareholders' general meeting is held. If there are other accounting firms serving as the accounting firm of the Company while such a vacancy exists, such accounting firms shall continue to act.</p>	<p>Article 161(The entire article is deleted)</p> <p>If the position of an accounting firm of the Company becomes vacant, the Board may appoint an accounting firm to fill such vacancy before a shareholders' general meeting is held. If there are other accounting firms serving as the accounting firm of the Company while such a vacancy exists, such accounting firms shall continue to act.</p>
81.	<p>Article 162</p> <p>A shareholders' general meeting may, by means of an ordinary resolution, dismiss any accounting firm prior to the expiration of its term of office, notwithstanding any provisions in the contract between the accounting firm and the Company, but without prejudice to the right of such accounting firm, if any, to claim damages from the Company in respect of such dismissal.</p>	<p>Article 162(The entire article is deleted)</p> <p>A shareholders' general meeting may, by means of an ordinary resolution, dismiss any accounting firm prior to the expiration of its term of office, notwithstanding any provisions in the contract between the accounting firm and the Company, but without prejudice to the right of such accounting firm, if any, to claim damages from the Company in respect of such dismissal.</p>

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82.	<p>Article 163</p> <p>The remuneration or method of determining remuneration for an accounting firm shall be decided upon by a shareholders’ general meeting. The remuneration for the accounting firm appointed by the Board shall be determined by the Board.</p>	<p>Article 163<u>142</u></p> <p>The remuneration, <u>audit fees</u> or method of determining remuneration for an accounting firm shall be decided upon by a shareholders’ general meeting. The remuneration for the accounting firm appointed by the Board shall be determined by the Board.</p>
83.	<p>Article 164</p> <p>The appointment, dismissal, or non-renewal of the appointment of an accounting firm shall be decided upon by the shareholders’ general meetings and reported to the competent securities authorities under the State Council for the record.</p> <p>Any shareholders’ general meeting shall comply with the following provisions when it plans to pass a resolution to appoint an accounting firm other than the existing accounting firm in office so as to fill an vacancy, or to continue to appoint an accounting firm appointed by the Board so as to fill an vacancy, or to dismiss an accounting firm whose term of office has not expired:</p> <p>(I) the proposal in respect of such appointment or dismissal shall be delivered to the accounting firm to be appointed or dismissed, or the accounting firm that has left office in the relevant fiscal year (leaving office hereof includes dismissal, resignation, and retirement), before the notice of relevant shareholders’ general meeting on which such proposal is to be considered;</p>	<p>Article 164(The entire article is deleted)</p> <p>The appointment, dismissal, or non-renewal of the appointment of an accounting firm shall be decided upon by the shareholders’ general meetings and reported to the competent securities authorities under the State Council for the record.</p> <p>Any shareholders’ general meeting shall comply with the following provisions when it plans to pass a resolution to appoint an accounting firm other than the existing accounting firm in office so as to fill an vacancy, or to continue to appoint an accounting firm appointed by the Board so as to fill an vacancy, or to dismiss an accounting firm whose term of office has not expired:</p> <p>(I) the proposal in respect of such appointment or dismissal shall be delivered to the accounting firm to be appointed or dismissed, or the accounting firm that has left office in the relevant fiscal year (leaving office hereof includes dismissal, resignation, and retirement), before the notice of relevant shareholders’ general meeting on which such proposal is to be considered;</p>

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	<p>(II) if the accounting firm that is going to leave office makes a written statement and requests such statement to be informed to all shareholders, the Company shall take the following actions unless it receives the statement too late to take the actions:</p> <p>(1) to make it clear, in the notice of the shareholders' general meeting for the purpose of making a relevant resolution, that the leaving accounting firm has made such a statement;</p> <p>(2) to deliver a copy of the statement as an attachment to the notice hereof to all shareholders in the ways provided by these Articles;</p> <p>(III) If the Company fails to deliver the statement of the leaving accountant firm according to item (II) herein, the accounting firm may request such statement to be read and make further appeal at the shareholders' general meeting concerned.</p> <p>(IV) The leaving accounting firm shall have the right to be present at the following meetings:</p> <p>(1) the shareholders' general meeting at which its term would otherwise have expired;</p> <p>(2) the shareholders' general meeting at which it is proposed to fill the vacancy caused by its removal;</p> <p>(3) the shareholders' general meeting convened because of its voluntary resignation;</p> <p>The leaving accounting firm is entitled to receive all notices or other information in respect of the aforesaid meetings, and speak on any matter related to its services as the former accounting firm of the Company at such meetings.</p>	<p>(II) if the accounting firm that is going to leave office makes a written statement and requests such statement to be informed to all shareholders, the Company shall take the following actions unless it receives the statement too late to take the actions:</p> <p>(1) to make it clear, in the notice of the shareholders' general meeting for the purpose of making a relevant resolution, that the leaving accounting firm has made such a statement;</p> <p>(2) to deliver a copy of the statement as an attachment to the notice hereof to all shareholders in the ways provided by these Articles;</p> <p>(III) If the Company fails to deliver the statement of the leaving accountant firm according to item (II) herein, the accounting firm may request such statement to be read and make further appeal at the shareholders' general meeting concerned.</p> <p>(IV) The leaving accounting firm shall have the right to be present at the following meetings:</p> <p>(1) the shareholders' general meeting at which its term would otherwise have expired;</p> <p>(2) the shareholders' general meeting at which it is proposed to fill the vacancy caused by its removal;</p> <p>(3) the shareholders' general meeting convened because of its voluntary resignation;</p> <p>The leaving accounting firm is entitled to receive all notices or other information in respect of the aforesaid meetings, and speak on any matter related to its services as the former accounting firm of the Company at such meetings.</p>

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No.	Original	Amended
84.	<p>Article 165</p> <p>When the Company dismisses or does not renew the appointment of an accounting firm, it shall give advance notice to the accounting firm. The accounting firm shall have the right to present its views to the shareholders' general meeting on which such dismissal is considered. Where an accounting firm tenders its resignation, it shall inform the shareholders' general meeting of whether there is any irregularity in the Company.</p> <p>An accounting firm of the Company may resign from its office by depositing a written notice of resignation to that effect at the legal address of the Company. Any such notice shall become effective on the day when it is deposited at the Company's legal address, or on a later date as specified in the notice. Such notice shall include the following statements:</p> <p>(I) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the attention of the shareholders or creditors of the Company;</p> <p>(II) a representation on any such circumstances. The Company shall, within 14 days after the receipt of the aforesaid written notice, send a copy of the notice to the competent authority in charge.</p>	<p>Article 165143</p> <p>When the Company dismisses or does not renew the appointment of an accounting firm, it shall give advance notice to the accounting firm. The accounting firm shall have the right to present its views to the shareholders' general meeting on which such dismissal is considered. Where an accounting firm tenders its resignation, it shall inform the shareholders' general meeting of whether there is any irregularity in the Company.</p> <p>An accounting firm of the Company may resign from its office by depositing a written notice of resignation to that effect at the legal address of the Company. Any such notice shall become effective on the day when it is deposited at the Company's legal address, or on a later date as specified in the notice. Such notice shall include the following statements:</p> <p>(I) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the attention of the shareholders or creditors of the Company;</p> <p>(II) a representation on any such circumstances.</p> <p>The Company shall, within 14 days after the receipt of the aforesaid written notice, send a copy of the notice to the competent authority in charge.</p>

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No.	Original	Amended
	<p>If the notice contains the representation mentioned in item (II) of the preceding paragraph, the Company shall deposit a duplicate copy of the representation at the Company for inspection by shareholders, and the Company shall also deliver the aforesaid duplicate copy of the representation by post with postage pre-paid to each holder of overseas-listed foreign shares at their respective address recorded in the register of shareholders. If the notice of resignation of the accounting firm contains a statement on any circumstance to be accountable for, the accounting firm may require the Board to convene an extraordinary general meeting of shareholders to hear the explanations of the circumstances connected with its resignation.</p>	<p>If the notice contains the representation mentioned in item (II) of the preceding paragraph, the Company shall deposit a duplicate copy of the representation at the Company for inspection by shareholders, and the Company shall also deliver the aforesaid duplicate copy of the representation by post with postage pre-paid to each holder of overseas-listed foreign shares at their respective address recorded in the register of shareholders. If the notice of resignation of the accounting firm contains a statement on any circumstance to be accountable for, the accounting firm may require the Board to convene an extraordinary general meeting of shareholders to hear the explanations of the circumstances connected with its resignation.</p>
85.	<p>Article 179</p> <p>The merger or split-up of the Company shall require the preparation of a proposal by the Board, which after being adopted in accordance with the procedures specified in these Articles, shall go through relevant examination and approval procedures in accordance with law. Shareholders that oppose such merger or split-up proposal shall be entitled to require the Company or shareholders who are in favour of such proposal to purchase their shares at a fair price. The content of the resolutions approving the merger or split-up of the Company shall be compiled in a special document or inspection by shareholders.</p> <p>The aforesaid document shall be delivered, twenty one days prior to the relevant shareholders' general meeting, by post with postage pre-paid to all holders of overseas-listed foreign shares at the address of each recipient recorded in the register of shareholders.</p>	<p>Article 179<u>157</u></p> <p>The merger or split-up of the Company shall require the preparation of a proposal by the Board, which after being adopted in accordance with the procedures specified in these Articles, shall go through relevant examination and approval procedures in accordance with law. Shareholders that oppose such merger or split-up proposal shall be entitled to require the Company or shareholders who are in favour of such proposal to purchase their shares at a fair price. The content of the resolutions approving the merger or split-up of the Company shall be compiled in a special document or inspection by shareholders.</p> <p>The aforesaid document shall be delivered, twenty one days prior to the relevant shareholders' general meeting, by post with postage pre-paid to all holders of overseas-listed foreign shares at the address of each recipient recorded in the register of shareholders.</p>

APPENDIX I COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original	Amended
86.	<p>Article 180</p> <p>The merger of the Company may take the form of either merger by absorption or merger by new establishment.</p> <p>In the case of a merger of the Company, the parties to the merger shall enter into a merger agreement and prepare balance sheets and a property list in respect of the Company. Furthermore, the Company shall notify its creditors within a period of ten days from the date on which the merger resolution is passed and publish announcements on such merger on newspapers for at least three times within thirty days thereafter.</p>	<p>Article 180<u>158</u></p> <p>The merger of the Company may take the form of either merger by absorption or merger by new establishment.</p> <p>In the case of a merger of the Company, the parties to the merger shall enter into a merger agreement and prepare balance sheets and a property list in respect of the Company. Furthermore, the Company shall notify its creditors within a period of ten days from the date on which the merger resolution is passed and publish announcements on such merger on newspapers for at least three times within thirty days thereafter.</p>
87.	<p>Article 181</p> <p>Where the Company is to be split up, its property shall be divided accordingly.</p> <p>In the case of the split-up of the Company, the parties to the split-up shall enter into a division agreement and prepare balance sheets and a property list in respect of the Company. The Company shall notify its creditors within a period of ten days from the date on which the split-up resolution is passed and publish announcements on such split-up on newspapers for at least three times within thirty days thereafter.</p> <p>Debts owed by the Company prior to the split-up shall be assumed by the companies inexistence as a result of the split-up in accordance with the agreement concluded.</p>	<p>Article 181<u>159</u></p> <p>Where the Company is to be split up, its property shall be divided accordingly.</p> <p>In the case of the split-up of the Company, the parties to the split-up shall enter into a division agreement and prepare balance sheets and a property list in respect of the Company. The Company shall notify its creditors within a period of ten days from the date on which the split-up resolution is passed and publish announcements on such split-up on newspapers for at least three times within thirty days thereafter.</p> <p>Debts owed by the Company prior to the split-up shall be assumed by the companies inexistence as a result of the split-up in accordance with the agreement concluded.</p>

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No.	Original	Amended
88.	<p>Article 183</p> <p>The Company shall be dissolved and liquidated in accordance with law in any of the following circumstances:</p> <p>(I) if a shareholders' general meeting resolves to dissolve the Company;</p> <p>(II) if dissolution is necessary as a result of the merger or split-up of the Company;</p> <p>(III) if the Company is declared bankrupt in accordance with law due to inability to repay its debts when due;</p> <p>(IV) if the Company is lawfully ordered to close down as a result of violation of laws or administrative regulations.</p>	<p>Article 183<u>161</u></p> <p>The Company shall be dissolved and liquidated in accordance with law in any of the following circumstances:</p> <p><u>(I) if the business period specified in the Articles of Association expires or other reasons for dissolution specified in the Articles of Association occur;</u></p> <p>(II) if a shareholders' general meeting resolves to dissolve the Company;</p> <p>(III) if dissolution is necessary as a result of the merger or split-up of the Company;</p> <p>(IV) if <u>the business license of</u> the Company is <u>revoked, ordered to close down or revoked declared bankrupt</u> in accordance with law due to inability to repay its debts when due;</p> <p>(V) if the Company <u>encounters serious difficulties in its operation and management, and its continued existence will cause significant losses to the interests of shareholders, which cannot be resolved through other means, shareholders holding more than ten percent of the voting rights of all shareholders of the Company may request the people's court to dissolve the Company is lawfully ordered to close down as a result of violation of laws or administrative regulations.</u></p>

APPENDIX I COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original	Amended
89.	<p>Article 184</p> <p>Where the Company is to be dissolved pursuant to item (I) of the preceding Article, it shall establish a liquidation committee within fifteen days. The members of such liquidation committee shall be determined at a shareholders' general meeting by way of an ordinary resolution.</p> <p>Where the Company is to be dissolved pursuant to item (III) of the preceding Article, the people's court shall, in accordance with the requirements of relevant laws, arrange for the shareholders, relevant authorities, and relevant professionals to establish a liquidation committee to carry out liquidation.</p> <p>Where the Company is to be dissolved pursuant to item (IV) of the preceding Article, the relevant authorities in charge shall arrange for the shareholders, relevant authorities and relevant professionals to establish a liquidation committee to carry out the liquidation.</p>	<p>Article 184<u>162</u></p> <p>Where the Company is to be dissolved pursuant to item (I), <u>item (II), item (IV) and item (V)</u> of the preceding Article, it shall establish a liquidation committee within fifteen days <u>from the date when the cause of dissolution appears, and the liquidation shall begin. The liquidation committee is composed of directors or persons determined by the shareholders' general meeting. If a liquidation committee is not established for liquidation within the time limit, the creditors may apply to the people's court to designate relevant personnel to form a liquidation committee for liquidation. The people's court shall accept the application and promptly organize a liquidation committee to carry out the liquidation.</u>The members of such liquidation committee shall be determined at a shareholders' general meeting by way of an ordinary resolution.</p> <p><u>If the Company falls under the circumstances specified in item (I) of the preceding Article, it may continue to exist by amending its Articles of Association.</u></p> <p><u>Amendments to the Company's Articles of Association in accordance with the provisions of the preceding paragraph shall be approved by a special resolution of the shareholders attending the shareholders' general meeting.</u></p> <p>Where the Company is to be dissolved pursuant to item (III) of the preceding Article, the people's court shall, in accordance with the requirements of relevant laws, arrange for the shareholders, relevant authorities, and relevant professionals to establish a liquidation committee to carry out liquidation.</p>

APPENDIX I COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original	Amended
		<p>Where the Company is to be dissolved pursuant to item (IV) of the preceding Article, the relevant authorities in charge shall arrange for the shareholders, relevant authorities and relevant professionals to establish a liquidation committee to carry out the liquidation.</p>
90.	<p>Article 185</p> <p>If the Board decides that the Company shall be liquidated (except liquidation as a result of the Company's declaration of bankruptcy), the notice of the shareholders' general meeting convened for such purpose shall include a statement to the effect that the Board has made full inquiry into the position of the Company and that the Board holds the opinion that the Company can pay its debts in full within twelve months after the commencement of liquidation.</p> <p>The powers of the Board of the Company shall terminate immediately upon a resolution being adopted by a shareholders' general meeting to carry out liquidation.</p> <p>The liquidation committee shall take instructions from the shareholders' general meetings and make a report at least once a year to the shareholders' general meeting on the committee's income and expenditure, the business of the Company, and the progress of the liquidation. Upon the completion of the liquidation, it shall make a final report to the shareholders' general meeting.</p>	<p>Article 185(The entire article is deleted)</p> <p>If the Board decides that the Company shall be liquidated (except liquidation as a result of the Company's declaration of bankruptcy), the notice of the shareholders' general meeting convened for such purpose shall include a statement to the effect that the Board has made full inquiry into the position of the Company and that the Board holds the opinion that the Company can pay its debts in full within twelve months after the commencement of liquidation.</p> <p>The powers of the Board of the Company shall terminate immediately upon a resolution being adopted by a shareholders' general meeting to carry out liquidation.</p> <p>The liquidation committee shall take instructions from the shareholders' general meetings and make a report at least once a year to the shareholders' general meeting on the committee's income and expenditure, the business of the Company, and the progress of the liquidation. Upon the completion of the liquidation, it shall make a final report to the shareholders' general meeting.</p>

APPENDIX I COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original	Amended
91.	<p>Article 186</p> <p>The liquidation committee shall notify creditors within a period of ten days from the date of its establishment and publish announcements on newspapers on the liquidation at least three times within sixty days. The creditors' rights shall be registered by the liquidation committee.</p>	<p>Article 186163</p> <p>The liquidation committee shall notify creditors within a period of ten days from the date of its establishment and publish announcements on newspapers on the liquidation at least three times within sixty days. The creditors' rights shall be registered by the liquidation committee.</p> <p><u>During the period of declaring creditor's rights, the liquidation committee shall not pay off creditors.</u></p>
92.	<p>Article 187</p> <p>The liquidation committee shall exercise the following powers during the liquidation:</p> <p>(I) to thoroughly examine the property of the Company and prepare a balance sheet and property list respectively;</p> <p>(II) to notify the creditors by a notice or public announcement;</p> <p>(III) to dispose of and liquidate relevant unfinished business of the Company;</p> <p>(IV) to pay all outstanding taxes in full;</p> <p>(V) to clear up claims and debts;</p> <p>(VI) to deal with the residual property after full payment of the Company's debts;</p> <p>(VII) to participate in any civil litigation on behalf of the Company.</p>	<p>Article 187164</p> <p>The liquidation committee shall exercise the following powers during the liquidation:</p> <p>(I) to thoroughly examine the property of the Company and prepare a balance sheet and property list respectively;</p> <p>(II) to notify the creditors by a notice or <u>and</u> public announcement;</p> <p>(III) to dispose of and liquidate relevant unfinished business of the Company;</p> <p>(IV) to pay all outstanding taxes in full <u>and taxes incurred during the liquidation process;</u></p> <p>(V) to clear up claims and debts;</p> <p>(VI) to deal with the residual property after full payment of the Company's debts;</p> <p>(VII) to participate in any civil litigation on behalf of the Company.</p>

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No.	Original	Amended
93.	<p>Article 188</p> <p>After the liquidation committee has thoroughly examined the company’s property and prepared a balance sheet and a property list, it shall formulate a liquidation plan and submit such plan to the shareholders’ general meeting or relevant authorities in charge for confirmation. Payment of debts out of the Company’s property shall be made in the following order of priority:</p> <p>(I) payment of all liquidation expenses;</p> <p>(II) payment of wages and labor insurance expenses;</p> <p>(III) payment of all outstanding taxes in full;</p> <p>(IV) to clear up the Company’s debts.</p> <p>The Company’s residual property after full payment in accordance with the provisions of the preceding paragraph shall be distributed to shareholders pursuant to the class and proportion of shares held by each shareholder. During liquidation, the Company shall not engage in new business activities.</p>	<p>Article 188165</p> <p>After the liquidation committee has thoroughly examined the company’s property and prepared a balance sheet and a property list, it shall formulate a liquidation plan and submit such plan to the shareholders’ general meeting or relevant authorities <u>the people’s court</u> in charge for confirmation. Payment of debts out of the Company’s property shall be made in the following order of priority:</p> <p>(I) payment of all liquidation expenses;</p> <p>(II) payment of wages and, labor <u>social insurance expenses and statutory compensation;</u></p> <p>(III) payment of all outstanding taxes in full;</p> <p>(IV) to clear up the Company’s debts.</p> <p>The Company’s residual property after full payment in accordance with the provisions of the preceding paragraph shall be distributed to shareholders pursuant to the class and proportion of shares held by each shareholder.</p> <p>During liquidation, the Company <u>shall survive, but</u> shall not engage in new business activities <u>unrelated to liquidation. The Company’s property shall not be distributed to shareholders before it is paid off in accordance with the provisions of the preceding paragraph.</u></p>

APPENDIX I COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original	Amended
94.	<p>Article 189</p> <p>If the Company is liquidated due to dissolution and the liquidation committee, having thoroughly examined the Company's property and prepared a balance sheet and a property list, discovers that the Company's property is insufficient to pay its debts in full, it shall immediately apply to the people's court for declaration of bankruptcy.</p> <p>After the Company is declared bankrupt by the ruling of the people's court, the liquidation committee of the Company shall refer the liquidation matters to the people's court.</p>	<p>Article 189<u>166</u></p> <p>If the Company is liquidated due to dissolution and the The liquidation committee, having thoroughly examined the Company's property and prepared a balance sheet and a property list, discovers that the Company's property is insufficient to pay its debts in full, it shall immediately apply to the people's court for declaration of bankruptcy <u>according to law.</u></p> <p>After the Company is declared bankrupt by the ruling of the people's court, the liquidation committee of the Company shall refer the liquidation matters to the people's court.</p>
95.	<p>Article 190</p> <p>Following the completion of liquidation, the liquidation committee shall formulate a liquidation report, an income and expenditure statement and financial account books in respect of the liquidation period and, upon verification thereof by a certified public accountant registered in China, submit the same to the shareholders' general meeting or the competent authorities for confirmation.</p> <p>Within 30 days from the date of confirmation of the above-mentioned documents by the shareholders' general meeting or the relevant competent authorities, the liquidation committee shall deliver the same to the registration authorities of the Company, apply for cancellation of the Company's registration, and publicly announce the Company's termination.</p>	<p>Article 190<u>167</u></p> <p>Following the completion of liquidation, the liquidation committee shall formulate a liquidation report, an income and expenditure statement and financial account books in respect of the liquidation period and, upon verification thereof by a certified public accountant registered in China, submit the <u>same liquidation report</u> to the shareholders' general meeting or the competent authorities <u>people's court</u> for confirmation.</p> <p>Within 30 days from the date of confirmation of the above-mentioned documents by the shareholders' general meeting or the relevant competent authorities, <u>and</u> the liquidation committee shall deliver the <u>same liquidation report</u> to the registration authorities of the Company, apply for cancellation of the Company's registration, and publicly announce the Company's termination.</p>

APPENDIX I COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original	Amended
96.	–	<p><u>Article 168</u> (Newly-added article)</p> <p><u>Members of the liquidation committee shall be loyal to their duties and perform liquidation obligations according to law.</u></p> <p><u>Members of the liquidation committee shall not take advantage of their powers to accept bribes or other illegal income, and shall not encroach on the Company’s property.</u></p> <p><u>Members of the liquidation committee shall be liable for compensation if they cause losses to the Company or creditors due to intentional or gross negligence.</u></p>
97.	–	<p><u>Article 169</u> (Newly-added article)</p> <p><u>If the Company is declared bankrupt in accordance with the law, bankruptcy liquidation shall be carried out in accordance with the relevant laws on enterprise bankruptcy.</u></p>
98.	Chapter XXIII Procedures for Amendments to the Articles of Association	Chapter XXIIIXXII Procedures for Amendments to the Articles of Association
99.	<p>Article 192</p> <p>Where an amendment to the Company’s Articles of Association involves matters provided for in the <i>Prerequisite Clauses on the Articles of Association of Companies Seeking a Listing Outside the PRC</i> (“<i>Prerequisite Clauses</i>”), it shall become effective upon the approval of relevant company examination and approval authorities authorised by the State Council and the securities regulatory authorities under the State Council. Where an amendment thereto involves matters of company registration, any change in registration shall be handled in accordance with law.</p>	<p>Article 192<u>171</u></p> <p>Where an amendment to the Company’s Articles of Association involves matters provided for in the <i>Prerequisite Clauses on the Articles of Association of Companies Seeking a Listing Outside the PRC</i> (“<i>Prerequisite Clauses</i>”), it shall become effective upon the approval of relevant company examination and approval authorities authorised by the State Council and the securities regulatory authorities under the State Council. Where an amendment thereto involves matters of company registration, any change in registration shall be handled in accordance with law.</p>

APPENDIX I COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original	Amended
100.	<p>Article 193</p> <p>The Company shall comply with the following rules in the settlement of disputes:</p> <p>(I) If any dispute or claim concerning the business of the Company on the basis of the rights or obligations provided for in these Articles, or the <i>Company Law</i>, or in relevant laws or administrative regulations arises between a holder of overseas-listed foreign shares and the Company, or between a holder of overseas-listed foreign shares and a director, or a supervisor, or the manager, or other senior management officers of the Company, or between a holder of overseas-listed foreign shares and a holder of domestic shares or non-listed foreign shares, such dispute or claim shall be referred by the parties concerned to arbitration for settlement.</p> <p>When a dispute or claim as described above herein is referred to arbitration, such dispute or claim shall be in its entirety, and all persons, being the Company, or any shareholders, directors, supervisors, the manger, or other senior management officers of the Company, that have a cause of action due to the same facts or whose involvement is necessary for the settlement of such dispute or claim, shall abide by arbitration.</p> <p>Disputes concerning the definition of shareholders and the register of shareholders may not be required to be settled by means of arbitration.</p>	<p>Article 193<u>172</u></p> <p>The Company shall comply with the following rules in the settlement of disputes:</p> <p>(I) If any dispute or claim concerning the business of the Company on the basis of the rights or obligations provided for in these Articles, or the <i>Company Law</i>, or in relevant laws or administrative regulations arises between a holder of overseas-listed foreign shares and the Company, or between a holder of overseas-listed foreign shares and a director, or a supervisor, or the manager, or other senior management officers of the Company, or between a holder of overseas-listed foreign shares and a holder of domestic shares or non-listed foreign shares, such dispute or claim shall be referred by the parties concerned to arbitration for settlement.</p> <p>When a dispute or claim as described above herein is referred to arbitration, such dispute or claim shall be in its entirety, and all persons, being the Company, or any shareholders, directors, supervisors, the manger, or other senior management officers of the Company, that have a cause of action due to the same facts or whose involvement is necessary for the settlement of such dispute or claim, shall abide by arbitration.</p> <p>Disputes concerning the definition of shareholders and the register of shareholders may not be required to be settled by means of arbitration.</p>

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No.	Original	Amended
	<p>(II) A dispute or claim submitted for arbitration may be arbitrated, at the option of the arbitration applicant, by either the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. After the arbitration applicant submits the dispute or claim for arbitration, the other party concerned shall carry out arbitration in the arbitration institution selected by the applicant.</p> <p>If the arbitration applicant elects arbitration by the Hong Kong International Arbitration Centre, either party to the dispute or claim may request the arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre.</p> <p>(III) If any disputes or claims referred to in item (I) herein are settled by way of arbitration, the laws of China shall apply, save as otherwise provided in laws and administrative regulations.</p> <p>(IV) The decision of the arbitration institution shall be final and binding on all parties.</p>	<p>(II) A dispute or claim submitted for arbitration may be arbitrated, at the option of the arbitration applicant, by either the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. After the arbitration applicant submits the dispute or claim for arbitration, the other party concerned shall carry out arbitration in the arbitration institution selected by the applicant.</p> <p>If the arbitration applicant elects arbitration by the Hong Kong International Arbitration Centre, either party to the dispute or claim may request the arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre.</p> <p>(III) If any disputes or claims referred to in item (I) herein are settled by way of arbitration, the laws of China shall apply, save as otherwise provided in laws and administrative regulations.</p> <p>(IV) The decision of the arbitration institution shall be final and binding on all parties.</p>
101.	<p>Article 196</p> <p>Any notices, documents, information or written statement from the shareholders or directors to the Company shall be delivered personally or sent by registered mail to the legal address of the Company.</p>	<p>Article 196<u>175</u></p> <p>Any notices, documents, information or written statement from the shareholders or directors to the Company shall be delivered personally or sent by registered mail to the legal address of the Company.</p>

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No.	Original	Amended
102.	<p>Article 197</p> <p>The shareholders or directors of the Company who want to prove that certain notices, documents, materials, or written statements have been sent to the Company shall provide evidential materials showing that such notices, documents, materials, or written statements have been sent to the Company by normal methods prescribed in Article 194 hereof within designated time, specifically, the provision of receipt confirmation in the case of delivery by person, and in the case of delivery by post, the provision of evidence showing that the relevant mail, clearly addressed, with recipient's name clearly written and the postage pre-paid, has been sent to the right address.</p>	<p>Article 197<u>176</u></p> <p>The shareholders or directors of the Company who want to prove that certain notices, documents, materials, or written statements have been sent to the Company shall provide evidential materials showing that such notices, documents, materials, or written statements have been sent to the Company by normal methods prescribed in Article 194 <u>the Articles of Association</u> hereof within designated time, specifically, the provision of receipt confirmation in the case of delivery by person, and in the case of delivery by post, the provision of evidence showing that the relevant mail, clearly addressed, with recipient's name clearly written and the postage pre-paid, has been sent to the right address.</p>
103.	<p>Article 198</p> <p>These Articles of Association are made and shall be interpreted in accordance with the <i>Company Law, the Prerequisite Clauses, the Opinions, Proposals, Listing Rules</i> and other applicable laws and administrative regulations. If any term herein is in contradiction to the aforesaid laws and administrative regulations, the provisions of such laws and administrative regulations shall prevail.</p> <p>The right to interpret these Articles shall be vested in the Board of the Company. Matters not covered in these Articles shall be submitted by the Board to the general meetings of shareholders for resolution.</p>	<p>Article 198<u>177</u></p> <p>These Articles of Association are made and shall be interpreted in accordance with the <i>Company Law, the Prerequisite Clauses, the Opinions, Proposals, Listing Rules</i> and other applicable laws and administrative regulations. If any term herein is in contradiction to the aforesaid laws and administrative regulations, the provisions of such laws and administrative regulations shall prevail.</p> <p>The right to interpret these Articles shall be vested in the Board of the Company. Matters not covered in these Articles shall be submitted by the Board to the general meetings of shareholders for resolution.</p>